

# WinPro Industries Limited

(Formerly known as Jump Networks Limited)

CIN: - L92412MH1992PLC067841

Regd. Off.: Off no. 212, 2<sup>nd</sup> Floor, Trade Centre, G Block, Opp. MTNL, Bandra Kurla Complex, Bandra (East), Mumbai 400 051

Email: - corp.iris@gmail.com; info@jumpnetworks.in; compliance@jumpnetworks.in

Tel:- 8108106033; Website: www.jumpnetworks.in

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**September 06, 2022**

To,  
Listing Compliances  
**BSE Ltd.**,  
P. J. Towers, Fort,  
Mumbai – 400 001

## **Sub.: Annual Report for Financial Year 2021-2022 along with the Notice of 29<sup>th</sup> AGM**

Pursuant to Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting a copy of the Company's Annual Report for the financial year 2021-22, which contains, inter-alia, the Notice convening the 29<sup>th</sup> Annual General Meeting (AGM).

The same is also available on the Company's website viz., [www.jumpnetworks.in](http://www.jumpnetworks.in)

Request you to kindly take the same on record and acknowledge the receipt of the same.

Thanking you,

Yours faithfully,

**For Winpro Industries Limited**  
**(formerly known as Jump Networks Limited)**

  
**Managing Director**  
**DIN: 07271915**



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**WinPro Industries Limited**

**FY 2021-22**

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## CORPORATE INFORMATION

### Winpro Industries Limited

(formerly known as Jump Networks Limited)

CIN: L92412MH1992PLC067841 / Script ID: WINPRO / Script Code: 531337

#### **BOARD OF DIRECTORS**

##### **Chairman & Non-executive Director**

Mr. Abhishek Sanga

##### **Managing Director**

Mr. Atul Kumar

##### **Executive Director & CFO**

Mr. Manav Kumar

##### **Non-Executive Director**

Mr. Anil Thakor

##### **Independent Director**

Mrs. Minakshi Singh

##### **Independent Director**

Mr. Nirdesh Shah

##### **Company Secretary & Compliance Officer**

Ms. Palak Pandey

#### **COMMITTEES**

##### **Audit Committee**

Mr. Nirdesh Shah : Chairman

Mr. Atul Kumar : Member

Mrs. Minakshi Singh : Member

##### **Stakeholders Relationship Committee**

Mr. Nirdesh Shah : Chairman

Mr. Atul Kumar : Member

Mrs. Minakshi Singh : Member

##### **Nomination and Remuneration Committee**

Mr. Nirdesh Shah : Chairman

Mrs. Minakshi Singh : Member

Mr. Abhishek Sanga : Member

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## **Risk Management Committee**

Mr. Abhishek Sanga : Chairman  
Mrs. Minakshi Singh : Member  
Mr. Nirdesh Shah : Chairman

## **AUDITORS**

### **Statutory Auditors:**

#### **Mohandas & Co.**

Chartered Accountants

(ICAI Registration No. FRN 106529W)

Add: 10, Krishna Cottage, Dattapada Road no. 2,  
Dattapada Subway, Borivali (East), Mumbai – 400 066.

### **Internal Auditor:**

#### **M/s. SNR & Co.**

Chartered Accountants

(Firm Registration no. 014401N)

Add: A-15, Second Floor, Hauz Khas, New Delhi – 110 016.

### **Secretarial Auditor:**

#### **M/s. JCA & Co.,**

**Company Secretaries**

**COP: 13687**

Add: Office No. 23 Ground Floor, Swayambhu Gaodevi SRA Building,  
Carter Road No. 02, Borivali (East), Mumbai – 400 066.

### **Registrar & Transfer Agent**

#### **Skyline Financial Services Private Limited**

Add: D-153 A, 1<sup>st</sup> Floor, Okhla Industrial Area,  
Phase-I, New Delhi – 110 020.

Contact: 011 – 40450193/94/95/96/97

Email: info@skylinerta.com

Website: www.skylinerta.com

### **Registered Office**

Office No. 212, 2<sup>nd</sup> Floor, Trade Centre,  
G Block, Opp. MTNL, Bandra Kurla Complex,  
Bandra (East), Mumbai – 400 051.

### **Email:**

corp.iris@gmail.com, info@jumpnetworks.in, compliance@jumpnetworks.in

### **Contact No.:**

+91 81081 06033

### **Website:**

www.jumpnetworks.in

## NOTICE

**Notice** is hereby given that the 29<sup>th</sup> Annual General Meeting of the members of Winpro Industries Limited (formerly known as Jump Networks Limited) for the FY 2021-22 will be held Thursday, September 29, 2022 at 9.00 a.m. at Ruia Hall, Station Road, Near Railway Crossing, Malad (West), Mumbai-400 064 to transact the following businesses:

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### **ORDINARY BUSINESSSES:**

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022 and the report of the Board of Director's and Auditor's thereon.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution:**

“**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended on March 31, 2022 and the Reports of the Board of Directors and the Auditors thereon, as circulated to the members, be and are hereby received, considered and adopted.”

2. To re-appoint Mr. Abhishek Sanga (DIN: 08309127), who retires by rotation and being eligible, offers himself for re-appointment.

“**RESOLVED THAT** Mr. Abhishek Sanga (DIN: 08309127), who retires by rotation from the Board of Directors pursuant to the provisions of Section 152 of the Companies Act, 2013 be and is hereby re-appointed as a Director of the Company.”

**By Order of the Board of Directors  
For Winpro Industries Limited  
(formerly known as Jump Networks Limited)**

Sd/-

**Atul Kumar  
Managing Director  
DIN: 07271915**

**Place: Mumbai**

**Date: September 06, 2022**

## NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member. Proxies in order to be effective should be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organization.
2. Members/ Proxies and Authorised representatives are requested to bring to the Meeting; the attendance slips enclosed herewith duly completed and signed mentioning therein details of their DP ID and Client ID/Folio No. Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy of the Board Resolution authorizing the representative to attend and vote on their behalf at the Meeting.
3. The Register of Members and the Share Transfer Books will remain closed from Friday, 23rd day of September 2022 to Thursday, the 29th day of September, 2022 (both days inclusive) for the purpose of the Annual General Meeting.
4. Pursuant to Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) and the Secretarial Standard – 2 on “General Meetings”, the particulars of Directors seeking appointment/re-appointment at the meeting are annexed to the Notice.
5. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote.
6. Members desiring any information as regards the accounts are requested to write to the compliance officer at an early date so as to enable the management to reply at the meeting. For any communication, the members may also send requests to the company’s investor email id: [corp.iris@gmail.com](mailto:corp.iris@gmail.com)
7. Members are requested to kindly bring their copies of the Annual Report to the meeting. As per the requirement of the Secretarial Standard - 2 on “General Meetings” the route map showing directions to reach the venue of the meeting is annexed to the Notice.
8. The Notice of the AGM along with the Annual Report of 2021-22 is being sent by electronic mode whose email addresses are registered with the Company/Depository Participants, unless any member has requested for physical copy of the same. For members who have not registered their email addresses, a physical copy is being sent by permitted mode. To support the ‘Green Initiative’ Members who have not registered their email addresses are required to register the same with the Company / Depository. Members may note that this Notice and the Annual Report 2021-22 will also be available on the Company’s website viz. [www.jumpnetworks.in](http://www.jumpnetworks.in) \

## 9. Voting through electronic means:

In Compliance with the provision of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 28<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Service by Central Depository Services Limited (CDSL), the instructions for remote e-voting are as under:

The Board of Directors has appointed M/s. JCA & Co, Practicing Company Secretary as the scrutinizer will be responsible to conduct e-voting in a fair and transparent manner.

Vote once cast by the member cannot be changed /altered.

### THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on September 26, 2022 at 9:00 a.m. and ends on September 28, 2022 at 5:00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, September 22, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for</li> </ol>

	<p>IDEAS “Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Help desk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Help desk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL help desk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

2) Click on “Shareholders” module.

- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

**A.**

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details  <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3).</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant company name i.e. Winpro Industries Limited on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [compliance@jumpnetworks.in](mailto:compliance@jumpnetworks.in), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**By Order of the Board of Directors  
For Winpro Industries Limited  
(formerly known as Jump Networks Limited)**

**Place: Mumbai  
Date: September 06, 2022**

**Sd/-  
Atul Kumar  
Managing Director  
DIN: 07271915**

**ANNEXURE TO THE NOTICE**

[Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

**DETAILS OF DIRECTOR PROPOSED TO BE APPOINTED:**

<b>Name of the Director</b>	<b>Mr. Abhishek Sanga</b>
DIN	08309127
Date of Birth	07/07/1991
Date of Appointment	14/01/2019
Brief Profile	Mr. Abhishek Sanga holds a MBA degree in Marketing and also has over two years of experience in the field of financial accounting.
Qualification	MBA degree in Marketing
Expertise in Special Functional	Financial Accounting
Directorship held in other Public Limited Companies	1
Number of shares held in the Company	Nil
Inter se Relationship with the Board	None

# BOARD'S REPORT

For the financial year ended on 31<sup>st</sup> March 2022.

To,  
The Members,  
Winpro Industries Limited  
(formerly known as Jump Networks Limited)

The Directors have pleasure of submitting their Annual Report together with the Audited Financial Statements for the year ended on 31<sup>st</sup> March 2022.

## 1. FINANCIAL HIGHLIGHTS:

The Company's financial performance for the year under review along with previous year's figures is given hereunder:

(Amount in Lakhs.)

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Revenue from Operations	0.00	14,371.20
Other Income	0.00	789.24
<b>Total Revenue</b>	<b>0.00</b>	<b>15,160.44</b>
Less: Expenditure	81.74	13,938.81
<b>Profit before Tax</b>	<b>(81.74)</b>	<b>1,221.63</b>
Exceptional Items	0.00	(890.51)
Less: Current Income Tax	0.00	112.93
Less: Deferred Tax	0.00	4.78
<b>Profit / (Loss) after Tax</b>	<b>(81.74)</b>	<b>213.41</b>
Earnings per share (Basic)	0.00	0.21
Earnings per share (Diluted)	0.00	0.21

## 2. DIVIDEND AND GENERAL RESERVE:

Your Directors do not recommend any dividend on Equity Shares for FY 2021-22. During the year no amount has been transferred to General Reserve.

## 3. SHARE CAPITAL:

### Authorized Share Capital:

The Authorized Share Capital of the Company as at March 31, 2022 was Rs. 75,00,00,000/- (Seventy-Five Crore only) divided into 15,00,00,000 (Fifteen Crore only) Equity Shares of Rs. 5/- each.

### Issued & Subscribed Share Capital:

As on the March 31, 2022, the Issued & Subscribed Capital of the Company stands at Rs. 49,98,10,550/- (Forty-Nine Crores Ninety-Eight Lakhs Ten Thousand Five Hundred and Fifty Only) divided into 9,99,62,110 (Nine Crores Ninety-Nine Lakhs Sixty-Two Thousand One Hundred and Ten) Equity Shares of Rs. 5/- each.

During the year under review, there was no change in the authorized, subscribed and paid-up share capital of the Company.

**4. Material changes and commitments as on the date of this report:**

There have been no material changes and commitments affecting the financial position of the Company, which have occurred during the financial year and till the date of this Report.

**5. DEPOSIT:**

During the year under review, your Company had neither accepted nor, there was any outstanding deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 and rules made thereunder.

**6. TRANSFER OF UNPAID & UNCLAIMED DIVIDENDS & SHARES TO IEPF:**

There are no unpaid & unclaimed dividend pending with the Company, hence there is no amount transferred to IEPF.

**7. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE U/S 186 OF THE COMPANIES ACT, 2013:**

The particulars of loans, guarantees and investments have been disclosed in the financial statements which also form part of this report.

**8. DECLARATION BY INDEPENDENT DIRECTORS:**

All the Independent Directors have duly confirmed that they meet the criteria of independence as prescribed under sub-section (6) of Section 149 of Act and Listing Regulations, 2015. During the year, there has been no change in the circumstances which may affect their position as Independent Director.

**9. MEETING OF INDEPENDENT DIRECTORS:**

A separate meeting of Independent Directors was held for the year ended 31<sup>st</sup> March 2022. Other relevant information regarding the meeting is provided in the Corporate Governance Report forming part of the Annual Report.

**10. CORPORATE SOCIAL RESPONSIBILITY:**

Provisions of section 135 of the Companies Act, 2013 are not applicable to the Company.

**11. CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**

**A. Conservation of Energy:**

Considering the nature of business of the Company, energy does not form a significant portion of the cost for the Company yet wherever possible and feasible, continuous efforts are being made for conservation of energy and minimizing power cost.



## **B. Technology Absorption**

Necessary training is imparted to the relevant people from time to time to make them well acquainted with the latest technology.

## **C. Foreign Exchange Earning and Outgo**

During the year under review, there was no inflow or outgo of Foreign Exchange.

## **12. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:**

The Company has in place adequate internal financial controls which were duly tested during the year. Such controls were operating effectively without any material reportable weakness.

The details with respect to the internal control systems and internal Audit has been briefed in Management Discussion and Analysis Report, which is annexed herewith as “**Annexure – 1**”.

## **13. COMPANY’S POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS:**

Pursuant to section 178(4) of the Companies Act, 2013 and Regulation 19 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Your Company has a well-structured Remuneration Policy in relation to the appointment, remuneration, training programme, evaluation mechanism, positive attributes and independence of its Directors, KMPs and Senior Management. The policy is available on Company’s website at [www.jumpnetworks.in](http://www.jumpnetworks.in)

The Company’s Remuneration Policy for Directors, Key Managerial Personnel and Senior Management is enclosed as “**Annexure – 2**” to this Report.

## **14. BOARD EVOLUTION:**

The Board of Directors has carried out an annual evaluation of its own performance, Board Committees, and individual Directors in the framework that has been designed in compliance with the requirements of the Companies Act, 2013 and the SEBI Listing Regulations.

## **15. DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

Details of Directors and Key Managerial Personnel’s (KMPs) as on date of report are as follows:

<b>Sr. No.</b>	<b>Name of Directors and KMP</b>	<b>Designation</b>	<b>Date of Appointment</b>	<b>Date of Resignation</b>
1.	Atul Kumar	Executive Director & MD	15-06-2021	-
2.	Abhishek Sanga	Non-Executive & Chairperson	14-01-2019	-
3.	Anil Thakor	Non-Executive Director	11-05-2021	-
4.	Minakshi Singh	Independent Director	15-06-2021	-
5.	Nirdesh Shah	Independent Director	15-06-2021	-
6.	Manav Kumar	Executive Director	29-11-2021	-
7.	Manav Kumar	CFO	14-01-2019	-
8.	Palak Pandey	CS & Compliance Officer	24-06-2021	-

## **16. CHANGES IN DIRECTORS & KMPS:**

### **Retirement by Rotation:**

In accordance with the provisions of Section 152 of the Act read with Article 91 of the Articles of Association of the Company, Mr. Abhishek Sanga will retire by rotation at the AGM and being eligible, has offered himself for re-appointment. Your Board has recommended his re-appointment.

### **Changes in Board of Directors:**

No director has been resigned from the Board of the Company during the year under review. To maintain the composition of board of directors as per Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 following directors were appointed during the FY 2021-22.

- Anil Thakor was appointed as a Non-executive Director w.e.f. May 11, 2021.
- Minakshi Singh was appointed as an Independent Director w.e.f. June 15, 2021.
- Nirदेश Shah was appointed as an Independent Director w.e.f. June 15, 2021.
- Manav Kumar was appointed as an Executive Director w.e.f. November 29, 2021.

There is no change in composition of Board till the date of this report:

### **Changes in KMPS:**

To comply with Regulation 6 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Palak Pandey appointed as Company Secretary and Compliance Officer w.e.f. June 24, 2021.

There is no change in KMPS during the year under review.

## **17. HUMAN RESOURCE:**

Your Company has a strongly committed and dedicated workforce, which is a key to its sustained success. The Company believes in the strength of Human Resources and realizes that the motivation, sense of ownership and satisfaction of its people are the most important drivers for its continued growth.

## **18. BOARD MEETINGS:**

The details of the Board Meetings and Committees Meetings held during the financial year 2021 – 22 are given in the Corporate Governance Report forming part of the Annual Report.

## **19. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:**

The company is not having any subsidiary/ Joint Ventures/ Associate Companies.

## **20. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:**

All contacts/arrangements/transactions entered into by the Company with its Related Parties are pre-approved by the Audit Committee. All Related Parties Transactions are placed before the Audit Committee for review on a quarterly basis.

All related party contracts/arrangements/transactions as specified under Section 188 (1) of the Companies Act, 2013 read with Rule 8(2) of Companies (Accounts) Rules, 2014 entered into during the financial year 2021-22 were in the ordinary course of the business of the Company and were on arm's length basis.

Particulars of contracts or arrangements with related parties in prescribed Form AOC – 2 is annexed herewith at “**Annexure – 3**”.

**21. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE:**

The Prevention of Sexual Harassment Policy is available on the Company's website [www.jumpnetworks.in](http://www.jumpnetworks.in). All employees, especially women employees, were made aware of the Policy and the manner in which complaints could be lodged.

During the year under review, no complaints has been received by the Company.

**22. VIGIL MECHANISM:**

The Company has established a vigil mechanism and policy pursuant to section 177 of the Companies Act, 2013 and Regulation 22 of SEBI Listing Regulations for directors and employees to report concern about unethical behavior, actual or suspected fraud, or violation of the Company's code of conduct and ethics.

No person has been denied direct access to the Chairman of the Audit Committee in exception cases. The said policy is uploaded on the Company's website [www.jumpnetworks.in](http://www.jumpnetworks.in)

**23. CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING:**

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

The policy is uploaded on the Company's website and can be viewed at the Company website at [www.jumpnetworks.in](http://www.jumpnetworks.in)

**24. PARTICULARS OF EMPLOYEES U/S 197(12) OF THE COMPANIES ACT, 2013:**

The disclosures pertaining to Section 197 of the Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as “**Annexure – 4**” to this report.

**25. DIRECTORS' RESPONSIBILITY STATEMENT:**

In terms of Section 134(3)(c) of the Companies Act, 2013, your Directors would like to make the following statements to the Members, to the best of their knowledge and belief and according to the information and representations obtained by the management:

- That in the preparation of the annual financial statements for the year ended 31<sup>st</sup> March 2022, all the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- That the Directors have prepared the annual accounts on a going concern basis;
- That the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- That the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## **26. COMMITTEES OF THE BOARD:**

Details of the committees formed as per the requirements of the Companies Act, 2013 and SEBI Listing Regulations are as follows:

- Audit Committee;
- Stakeholders Relationship Committee;
- Nomination and Remuneration Committee;
- Risk Management Committee.

The relevant details pertaining to composition of Committee are given in Corporate Governance Report forming part of the Annual Report.

## **27. CORPORATE SOCIAL RESPONSIBILITY (CSR):**

The conditions prescribed in the Section 135 of the Companies Act, 2013, which mandates the Company to constitute a Corporate Social Responsibility Committee are not applicable to our Company.

## **28. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:**

During the period under review, no material orders have been passed by the regulators or courts or tribunals impacting the going concern status and company's operation in future.

## 29. AUDITORS AND THEIR REPORTS:

### Statutory Auditor:

The members of the company in their previous Annual General Meeting held on 19<sup>th</sup> May 2022 had appointed M/s. Mohandas & Co. (ICAI Registration No. FRN 106529W) as statutory auditors of the Company for a period of five years starting from FY 2021-22 till the conclusion of Annual General Meeting for the FY 2024-25.

### Auditor's Report:

The statutory auditors have issued their report with modified opinion for the financial year ended on 31<sup>st</sup> March 2022. Qualifications/observations of auditors along with Board's comment there on are as follows:

<b>Observations / Basis for Qualified Opinion</b>	<b>Board's Comments</b>
The Company has not complied with various sections of the Act during the year. The Company has neither estimated / computed nor made provision in the books of account with respect to penalties arising, if any on account of such non-compliances in the financial statements. In view of the above, we are unable to comment on the impact of such non-compliances, if any, on the financial statements for the year ended March 31, 2022.	(i) Management's estimation on the impact of audit qualification: Management is unable to estimate the impact. (ii) If management is unable to estimate the impact, reasons for the same: The amount of penalties that may or may not be levied by the various regulatory bodies can only be determined on the relevant non-compliance being taken up for adjudication. Given that the management of the Company is aggressively seeking to take corrective action to rectify the said non-compliances it is possible that the non-compliance may also be condoned and/or the amount of the relevant penalties may not materially impact the financial statements. (iii) Auditors' Comments on (i) or (ii) above: "The Company has not complied with various sections of the Companies Act, 2013 during the year. As the Company has not estimated penalties arising, if any, on account of such non-compliances, we are unable to comment on the impact of such non-compliances, if any, on the financial statements for the year ended March 31, 2022."
According to the information and explanation given to us, there are the undisputed amounts in respect of income-tax, goods and service tax, cess which were in arrears, as at March 31, 2022 for a period of more than six months from the date they became payable.	(i) Management's estimation on the impact of audit qualification: Management is unable to estimate the impact (ii) If management is unable to estimate the impact, reasons for the same: The amounts which are in arrears in respect of income-tax, goods and service tax, cess as at March 31, 2022, contains certain amounts which in dispute with appropriate authorities and outcome of the said disputes are still awaiting. Therefore, the Management of the Company is not in position to estimate the impact of the audit qualification. (iii) Auditors' Comments on (i) or (ii) above: "In absence any outcome on the pending disputes as mentioned above, we are unable to comment on impact of the arrears amounts on the financial statement of the Company."

### **Secretarial Auditor:**

Pursuant to the provisions of Section 204 of the Act, the Board of Directors had appointed **M/s. JCA & Co., Company Secretaries (COP No.: 13687)**, as Secretarial Auditors of the Company for the financial year 2021-22. The Report on Secretarial Audit in the prescribed format of MR – 3 is attached as “**Annexure – 5**” to this report.

The report provided by M/s. JCA & Co. is self-explanatory and contains observation as follows:

<b>Observations / Basis for Qualified Opinion</b>	<b>Board’s Comments</b>
Pursuant to Office Memorandum No. CL-II-03/252/2021-0/o DGC&A-MCA, Company failed to hold its 28 <sup>th</sup> Annual General Meeting for the FY 2020-21 within required time.	The Company has held its 28 <sup>th</sup> Annual General Meeting for the FY 2020-21 on 19 <sup>th</sup> May 2022.

### **Internal Auditor:**

To comply with provisions of Section 138 of the Companies Act, 2013 and Rules thereunder, the Board has appointed M/s. SNR & Company as an Internal Auditor of the Company for FY 2021 – 22.

### **30. REPORTING OF FRAUDS BY AUDITOR:**

Pursuant to section 134(3) of the Companies Act, 2013, there was no frauds reported by the Statutory Auditor of the Company under section 143(12) of the Companies Act, 2013.

### **31. EXTRACT OF ANNUAL RETURN:**

The Annual Return of the Company as on 31<sup>st</sup> March 2022 in accordance with Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, is attached herewith as “**Annexure – 6**”.

### **32. RISK MANAGEMENT:**

Your Company has a well-defined risk management structure which establishes a disciplined approach to Risk Management. The risks existing in the internal and external environment are periodically identified and reviewed, based on which, the cost of treating risks is assessed and risk treatment plans are devised.

To comply with provisions of section 134 of the Companies Act, 2013, the Company has adopted a Policy on Risk Management. The Policy is also made available at the company’s website.

### **33. CORPORATE GOVERNANCE:**

To comply with schedule V of SEBI Listing Regulations, a separate report on Corporate Governance along with a certificate from the Statutory Auditor on its compliance is presented in a separate section forming integral part of this Annual Report.

**34. ACKNOWLEDGMENTS:**

The Board of Directors of your company wish to express their deep gratitude towards the valuable co-operation and support received from the various government bodies, Banks/Financial Institutions vendors, auditors, investors and other stakeholders during the year under review.

Further, the Board places its special appreciation for the co-operation and continued support extended by employees of the Company at all levels whose enthusiasm drives the Company to grow and excel.

**By Order of the Board of Directors  
For Winpro Industries Limited  
(formerly known as Jump Networks Limited)**

**Sd/-**

**Atul Kumar  
Managing Director**

**DIN: 07271915**

**Place: Mumbai**

**Date: September 06, 2022**

## MANAGEMENT DISCUSSION AND ANALYSIS

### BUSINESS AND ECONOMIC ENVIRONMENT

The last two years have been challenging for the world/Indian economy because of disruptions caused by Covid-19 pandemic. The Covid-19 disruptions continued during FY2021-22 starting with severe Delta Covid-19 wave in the first quarter and ending with not so-severe Omicron Covid-19 wave in the last quarter. However, fewer nations restored to zero tolerance policies to control the virus and on the contrary, encouraged Covid-19 appropriate behaviour, increased coverage of testing and wider vaccination drives and improvement in healthcare infrastructure. This led to recovery in global economy from the first quarter of FY2021-22. However, Russia's invasion of Ukraine in February 2022 has impacted the stability of the global order and its impact in terms of increased crude oil prices, supply chain disruptions and inflation are major concerns. The war has also resulted in disrupting India's edible oil market as most of sunflower oil imports are from Russia and Ukraine combined. According to International Monetary Fund (IMF), the global growth is projected to slowdown from an estimated 6.1% in CY2021 to 3.6% in CY2022 & CY2023 and remain at about 3.3 thereafter over medium term. The inflation is expected to remain elevated, driven by war induced commodity price increases and broadening price pressures, and is projected at 5.7% in advanced economies and 8.7% in emerging market and developing economies for CY2022. Multilateral efforts to respond to humanitarian crisis caused by war, prevent further economic fragmentation, maintain global liquidity, manage debt distress and end of the pandemic remain essential for global economic growth.

Indian Economy on the other hand is poised for a rebound with projected GDP growth of 8.2 per cent in CY2022, making it the fastest-growing economy in the world, almost twice faster than China's 4.4 per cent, as per recent World Economic Outlook report of IMF. IMF has observed that higher oil prices in India are expected to weigh on private consumption and investment and a higher current account deficit. As such, the GDP growth forecast for Indian economy during CY2023 has been revised to 6.9 per cent from earlier estimate of 7.1 per cent. Despite worsening of global economic prospects, India's fiscal policy is expected to remain supportive of growth and higher capital spending is set to improve the efficiency of India's logistics infrastructure, crowd-in private investment, generate jobs in construction, and sustain growth. Private investment is expected to get a push in the next two financial years from improvements in the ease of doing business, liquidity with banks and PE funds. The tourism industry is expected to continue strong rebound in domestic leisure demand, as people have embraced the new 'normal' of travel in the COVID-world, even if Omicron or other variants that may emerge from time-to-time act as temporary bottlenecks in the tourism industry's recovery. Similarly, the Indian hotel sector has also learned to adapt quickly, think outside the box, and embrace new ideas faster than before to bounce back despite the instability caused by the pandemic in the last two years. The upswing is likely to continue with the return of travel normalcy following lifting of pandemic-related restrictions and restart of international flights. India-wide occupancy is expected to breach pre-pandemic levels in 2022 with average rates approaching pre-pandemic levels towards the end of the year. However, the growth may get impacted on account of significant volatility in commodities prices, disruption in supply chains and risks to global economy from financial and business disruptions caused by Russia's invasion of Ukraine and zero Covid-19 tolerance policy of China.

### BUSINESS OUTLOOK

Our business comprises of four verticals i.e. Core Technology, Infrastructure to deliver our services in a better way, Consumer Devices for digital connections and Content. our integrated ecosystem enabling us to deliver world-class digital services to remotest parts of the world. We operate in the digital space with our in-house app



development and new age Next Gen bouquet of revenue-generating and differentiated offerings to help clients build consistent high performance and enhanced end-user experience.

#### **FINANCIAL PERFORMANCE**

<b>Particulars</b>	<b>Amount (in Rs Lakhs.)</b>	<b>Amount (in Rs Lakhs)</b>
	<b>2021-22 Current period</b>	<b>2020-21 Current period</b>
<i>1. Total Income</i>	-	15,160.44
<i>2. Total Expenditure</i>	81.74	1,221.62
Profit/(Loss) Before Taxation	(81.74)	331.11
Net Profit	(81.74)	213.41
Transfer to General Reserves	-	-

The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013 and Generally Accepted Accounting Principles in India. Further, the financial performance during the year under reference has been impressive in terms of sales. Even though there has been a decent increase in the turnover, the volume of profits has also increased as compared to last year.

#### **ADEQUACY OF INTERNAL CONTROLS**

The Company, through internal controls aims at achieving operational efficiency and optimum resource utilization. The Company ensures strict compliance with all the applicable laws and regulations. A qualified and independent Audit Committee of the Board, reviews the compliance process and adequacy of internal controls.

#### **RISK MANAGEMENT**

Risk is an integral part of the business and almost every business decision requires the management to balance risk and reward. The ability to manage risks across geographies, products, asset classes, customer segments and functional departments is of paramount importance for the hindrance free growth of every organisation.

The Organisation is exposed to a variety of risks, including liquidity risk, interest rate risk, market credit risk, operational risk, regulatory and compliance risk, reputation risk, business continuity risk, legal risk, cyber security risk, competition risk and risks pertaining to the Covid-19 pandemic. A team of experienced and competent professionals, at business level, identify and monitor these risks on an on-going basis and evolve processes/ systems to monitor and control the same to keep the risks to minimum levels. On-going monitoring by our officials helps in identifying the risks at an early stage.

#### **HUMAN RESOURCES**

We at WinPro believe people are our biggest asset and safeguarding their wellbeing is of utmost importance to us. As we are getting back to normal and accepting the ‘new normal’ at the fullest, it is crucial to make the workplace lively. Our people strategy is inclusive to adapt with the changes post covid, we continue with our engaging talent onboarding and driving people culture.

#### **Workforce Diversity**

We have employees from extremely diverse backgrounds in terms of experience, culture and heritage. This goes a long way in building our inclusive culture, as people from different backgrounds bring

with them fresh ideas, innovations, unique styles and methods. Through this, we aspire to develop a flexible, agile and high performing workforce and most importantly, a blended one.

### **Initiatives During Covid**

- **Welcome Back to Office Sessions:**

To help employees resume offices effectively and by following all the safety measures; we arranged for Welcome Back to Office Sessions – our guidelines to ‘New Normal’ way of life. The guidelines issued by WHO were reiterated and all employee queries were addressed on these calls. The same were constantly reminded by continuous advisory mails. The HRs played a vital role in tracking employee & family health & provided necessary aid with the help of our admin team time to time.

- **Covid 19 Vaccination Drive**

The safety of our employees’ and their family is most important for us. We arranged for covid vaccination drives for employees and their immediate family members. We also included parents in-law of the employees in the drive. The decision was appreciated by all the employees.

### **Succession Planning**

At Winpro, we promote an atmosphere of inclusion, by encouraging the next level of employees to take higher responsibilities. Managers along with Human Resources formulate a customized grooming and orientation of high potentials, by carefully planning their work experiences. Their skills and capabilities are developed through further training and mentoring.

### **Learning and Development**

Growth is a significant part of human nature, and we have an intrinsic desire to continue to grow and develop throughout various aspects of our lives. Growth and development is present in a work environment where workers receive encouragement and support in the development of their interpersonal, emotional, and job skills.

Company has followed the Accounting Standards laid down by the Institute of Chartered Accountants of India (ICAI), in preparation of its Financial Statements.

### **DISCLAIMER**

The statements in the "Management Discussion and Analysis Report" section describes the Company's objectives, projections, estimates, expectations and predictions, which may be "forward looking statements" within the meaning of the applicable laws and regulations. The annual results can differ materially from those expressed or implied, depending upon the economic and climatic conditions, Government policies and other incidental factors.

## **NOMINATION & REMUNERATION POLICY**

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Our policy on the appointment and remuneration of directors and key managerial personnel provides a framework based on which our human resources management aligns their recruitment plans for the strategic growth of the Company. The nomination and remuneration policy is provided herewith pursuant to section 178(4) of the Companies Act, 2013 and Regulation 19 read with schedule II part D of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### **INTRODUCTION:**

The Company considers human resources as its invaluable assets. This policy on nomination and remuneration of Directors, Key Managerial Personnel (KMPs), Senior Management Personnel (SMP) has been formulated in terms of the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in order to pay equitable remuneration to the Directors, KMPs and employees of the Company and to harmonize the aspirations of human resources consistent with the goals of the Company.

### **PURPOSE:**

The primary objective of the Policy is to provide a framework and set standards for the nomination, remuneration and evaluation of the Directors, KMP and officials comprising the SMP. The Company aims to achieve a balance of merit, experience and skills amongst its Directors, KMPs and SMPs.

### **OBJECTIVE:**

The objective of this policy is to lay down a framework in relation to remuneration of Directors, KMP, Senior Management Personnel and other employees. The key objectives of the policy is:

- To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- To assist the Board in fulfilling responsibilities.

### **APPLICABILITY:**

This Policy is applicable to:

- i. Directors viz. Executive, Non-executive and Independent
- ii. Key Managerial Personnel (KMPs)
- iii. Senior Management Personnel (SMPs)
- iv. Other Employees of the Company, as applicable.

### **ACCOUNTABILITIES:**

- The Board is ultimately responsible for the appointment of Directors and KMPs.
- The Board has delegated responsibility for assessing and selecting the candidates for the role of Directors, KMP and the SMP of the Company to the Nomination and Remuneration Committee which makes recommendations and nominations to the Board.

## **DEFINITIONS:**

“**ACT**” means Companies Act, 2013 and rules framed thereunder.

“**BOARD**” means Board of Directors of the Company as constituted from time to time.

“**DIRECTOR**” means Directors of the Company.

“**POLICY**” or “**THIS POLICY**” means Nomination and Remuneration Policy

“**COMMITTEE**” means Nomination and Remuneration Committee of the Company as constituted or re-constituted by the Board, from time to time.

“**COMPANY**” means Winpro Industries Limited.

“**REMUNERATION**” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

“**INDEPENDENT DIRECTOR**” means a Director referred to in Section 149 (6) of the Companies Act, 2013. Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

“**KEY MANAGERIAL PERSONNEL**” means:

- i. Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole time Director;
- ii. Chief Financial Officer;
- iii. Company Secretary;
- iv. and such other officer as may be prescribed.

“**SENIOR MANAGERIAL PERSONNEL**” mean the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above, including all functional heads.

## **CONSTITUTION OF COMMITTEE:**

The Nomination and Remuneration Committee constituted should consist of three or more nonexecutive directors out of which not less than one-half should be independent directors. However, the chairperson of the company (whether executive or non-executive) may be appointed as a member of the Nomination and Remuneration Committee but shall not chair such Committee. In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.

Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries. Minimum two (2) members shall constitute a quorum for the Committee meeting. Membership of the Committee shall be disclosed in the Annual Report.

## **ROLE OF COMMITTEE:**

The Role and Powers of the Committee shall be as under:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

## **APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT:**

### **1. Appointment Criteria and Qualifications:**

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management Level and recommend to the Board his / her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.
- d) Appointment of Independent Directors is subject compliance of provisions of section 149 of the Companies Act, 2013, read with schedule IV and rules framed thereunder.

### **2. Term / Tenure:**

- a) Managing Director/Whole-time Director: The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
- b) Independent Director: An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report. At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

The maximum tenure of Independent Directors shall also be in accordance with the Companies Act, 2013 and clarifications/ circulars issued by the Ministry of Corporate Affairs, in this regard, from time to time.

### **3. Evaluation:**

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular intervals i.e. yearly or at such intervals as may be considered necessary. The same may however be delegated by the Committee.

### **4. Removal:**

Due to reasons for any disqualification as mentioned in the Act pursuant to section 164 or under any other applicable provisions, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

### **5. Retirement:**

Any Director other than the Independent Director, KMP and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board

will have the discretion to retain the Director, KMP, Senior Management in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

#### **REMUNERATION TO DIRECTORS / KMPs/ SMPs:**

##### **1. Remuneration to Managing Director / Whole-time Directors:**

- a) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

##### **2. Remuneration to Non- Executive / Independent Directors:**

- a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
- b) All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
- c) Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
  - i. The Services are rendered by such Director in his capacity as the professional; and
  - ii. In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

##### **3. Remuneration to Key Managerial Personnel and Senior Management:**

- a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- b) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.
- c) If any Managerial Personnel draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company.
- d) Increments if declared to the existing remuneration / compensation structure shall be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the case of Managerial Personnel.

#### **4. Familiarization Program for Independent Directors:**

The Company shall familiarize the Independent Directors with the company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the company, etc., through various programs.

#### **PROCEEDINGS OF THE MEETING:**

Proceedings of all meetings must be recorded in the Minutes Book and signed by the Chairperson of the Committee at the subsequent meeting. Minutes of the Committee meeting will be circulated at the subsequent Board and Committee meeting for noting.

#### **REVIEW AND AMENDMENT TO THE POLICY:**

The Board of Directors on its own and / or as per the recommendations of Nomination and Remuneration Committee can amend this Policy, as and when deemed fit.

- The Committee or the Board may review the Policy as and when it deems necessary.
- The Committee may issue the guidelines, procedures, formats, reporting mechanism and manual in supplement and better implementation to this Policy, if it thinks necessary.
- This Policy may be amended or substituted by the Committee or by the Board as and when required and also by the Compliance Officer where there is any statutory changes necessitating the change in the policy.
- In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), Clarification, circular(s) etc.

#### **DISCLOSURE:**

The details of this Policy and the evaluation criteria as applicable shall be disclosed in Annual Report as part of Board's Report.

**FORM NO. AOC- 2**

[Pursuant to Clause (h) of Sub-Section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts / arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

**1. Details of contracts or arrangements or transactions not at arm's length basis:**

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date(s) of approval by the Board	Amount paid as advances, if any	Date on which the resolution was passed in general meeting as required under first proviso to Section 188 of the Companies Act, 2013.
-NIL-							

**2. Details of material contracts or arrangement or transactions at arm's length basis:**

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date(s) of approval by the Board	Amount paid as advances, if any	Date on which the resolution was passed in general meeting as required under first proviso to Section 188 of the Companies Act, 2013.
-NIL-							

\* Transactions with related parties, as per requirements of Accounting Standard are disclosed in the notes to accounts annexed to the financial statements.



## PARTICULARS OF EMPLOYEES

Annexure – 4

Disclosure as per section 197(12) of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2015:

a) Information as per 5(1) of Chapter XIII, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

### 1. Remuneration details of Directors and Key Managerial Personnel (KMPs):

Name of the Director	Designation	% increase in the remuneration over last year	Ratio of Remuneration of Directors with median Remuneration of employees
Abhishek Sanga	Non-Executive Chairman	Nil	NA
Atul Kumar	Managing Director		
Manav Kumar	Executive Director		
Anil Thakor	Non-Executive Director		
Minakshi Singh	Independent Director		
Nirdesh Shah	Independent Director		

2. Total employees on the payroll of the Company: 5

3. Percentage increase in the median remuneration of employees during FY 2021-22:

4. average percentile increase in the salary of employees other than management personnel against the salary of managerial personnel:

5. Affirmation from the Company:

Pursuant to Rule 5(1)(xii) of the companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, it is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

b) Information pursuant to Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

1. During the year under review, the Company has not employed any employees who:

- are in receipt of remuneration for the Financial Year 2020-21, in the aggregate, was not less than One Crore and Two Lakh Rupees per annum;
- are in receipt of remuneration for any part of the Financial Year 2020-21, at a rate which, in the aggregate, was not less than Eight Lakh and Fifty Thousand Rupees per month;
- are in receipt of remuneration in the Financial Year 2020-21, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company.

By Order of the Board of Directors  
For Winpro Industries Limited  
(formerly known as Jump Networks Limited)

Sd/-

Atul Kumar  
Managing Director  
DIN: 07271915

Place: Mumbai

Date: September 06, 2022

**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**

For the Financial Year ended 31<sup>st</sup> March 2022

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,

**WinPro Industries Limited**

**(formerly known as Jump Networks Limited)**

Office No. 212, 2<sup>nd</sup> Floor, Trade Centre,

G Block, Opp. MTNL, Bandra Kurla Complex,

Bandra (East), Mumbai, Maharashtra – 400 051.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practices by **WinPro Industries Limited (formerly known as Jump Networks Limited (CIN: L92412MH1992PLC067841))** (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the company’s books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended **31<sup>st</sup> March 2022** according to the provisions of:

- I. The Companies Act, 2013 (“**the Act**”) and the rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations (as amended from time to time) and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992:
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 – **Not applicable as the Company has not issued any shares during the financial year under review;**
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Regulations, 1999 – **Not applicable as the Company has not issued any shares to its Employees during the financial year under review;**
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – **Not applicable as the Company has not issued any debt securities;**

- f. The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 – **Not Applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the financial year under review;**
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – **Not applicable as the Company has not delisted /propose to delist its equity shares from stock exchange during the financial year under review;**
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 – **Not applicable as the Company has not bought back or proposed to buyback any of its securities during the financial year under review;**
- i. The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.

VI. We, in consultation with the Company came to a conclusion that no specific laws were directly applicable with regard to business activities of the Company during the period under review.

We have also examined the compliance by the Company of the following statutory provisions /standards /regulations:

- a) The Secretarial Standards issued by The Institute of Company Secretaries of India under the provisions of the Companies Act, 2013 except as mentioned hereinunder.

During the financial year under report, the Company has complied with the provisions of The Companies Act, 2013, to the extent applicable and the Rules, Regulations, Guidelines, Standards, etc except as mentioned herein under.

- b) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited.

During the period under review and as per the explanations and representations made by the management and subject to clarifications given to us, the listed entity has complied with the provisions of Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except as specified below:

Sr. No.	Compliance Requirement (regulations / circulars /guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Office Memorandum No. CL-II-03/252/2021-0/o-DGCoA-MCA	Company failed to hold its 28 <sup>th</sup> Annual General Meeting for the FY 2020-21 within required time.	The Company has held its 28 <sup>th</sup> Annual General Meeting for the FY 2020- 21 dated 19 <sup>th</sup> May 2022.

#### **I further report that**

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors and a Woman Director, Necessary Changes in the composition of Board of Director at time of reporting was in compliance with the provisions of the Act and SEBI (LODR) Regulations, 2015.
- b) Adequate Notice is given to all Directors to schedule the Board Meetings. Agenda and detailed Notes on Agenda are sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

- c) The compliance by the Company of the applicable financial laws, like Direct and Indirect Tax laws, has not been reviewed in this audit since the same have been subject to review by Statutory Auditors and other designated professionals.
- d) Majority decision is carried through, while the dissenting members' views are captured as and when required are and recorded as part of the minutes.

**I further report that**

There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines as also represented by management.

**I further report that** during the audit period, there were no instances of:

- i. Public / Rights / Debentures / Sweat Equity.
- ii. Buy-Back of Securities.
- iii. Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013.
- iv. Merger / Amalgamation / reconstruction, etc.
- v. Foreign Technical Collaborations.

This report is to be read with our letter of even date which is annexed as “**Annexure A**” and forms an integral part of this report.

**For JCA & Co.**

**Company Secretaries**

**Sd/-**

**CS. Chirag Jain**

**Partner**

**Membership No. F11127**

**CP No. 13687**

**Date: September 06, 2022**

**Place: Mumbai**

To,  
The Members,  
**WinPro Industries Limited**  
**(formerly known as Jump Networks Limited)**  
Office No. 212, 2<sup>nd</sup> Floor, Trade Centre,  
G Block, Opp. MTNL, Bandra Kurla Complex,  
Bandra (East), Mumbai, Maharashtra – 400 051.

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the company. My responsibility is to express as opinion on these secretarial records based on my audit.
2. I have followed the audit practice and process as were appropriate to obtain reasonable assurance about the correctness of the Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of Corporate and other applicable laws, Rules, Regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test check basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For JCA & Co.**  
**Company Secretaries**  
Sd/-  
**CS. Chirag Jain**  
**Partner**  
**Membership No. F11127**  
**CP No. 13687**

**Date: September 06, 2022**  
**Place: Mumbai**

**FORM NO. MGT – 9**

[Pursuant to section 92(3) of the Companies Act, 2013 and  
Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**EXTRACT OF ANNUAL RETURN**

As on the financial year ended 31<sup>st</sup> March 2022

• **REGISTRATION AND OTHER DETAILS:**

Sr. No.	Particulars	Details
i.	CIN	L92412MH1992PLC067841
ii.	Registration Date	July 23, 1992
iii.	Name of The Company	Winpro Industries Limited (formerly known as Jump Networks Limited)
iv.	Category/Sub-Category	Company limited by shares Indian Non-government Company
v.	Address of the Registered Office and Contact Details	Add: Office No. 212, 2 <sup>nd</sup> Floor, Trade Centre, G- Block Opp. MTNL, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051. Phone: 8108106033 Email: corp.iris@gmail.com; info@jumpnetworks.in; compliance@jumpnetworks.in
vi.	Whether Listed	Listed on BSE Limited
vii.	Name, Address and Contact Details of the Registrar and Share Transfer Agent	Skyline Financial Services Pvt. Ltd. Add: D-153 A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi, Delhi - 110 020. Email: info@skylinerta.com Contact No.: 011 - 40450193/94/95/96/97

• **PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

The entire business activities contributing 10% or more of the total turnover of the Company shall be stated:

Sr. No.	Name And Description of Main Product/Services	NIC Code of the Product/Service	% to the Total Turnover of the Company
1.		Nil	

• **PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:**

Sr. No.	Name And Address of the Company	CIN/GLN/ LLPIN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
None					

• **SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):**

i. **Category-wise Share Holding:**

Category of Shareholders	No. of Shares held at the beginning of the year 1st April, 2021				No. of Shares held at the end of the year 31st March, 2022				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Share	
<b>A. PROMOTERS</b>									

<b>(1) Indian</b>									
Individual/HUF	1839297	-	1839297	1.84	1839297	-	1839297	1.84	-
Central Govt. or State Govt.	-	-	-	-	-	-	-	-	-
Bodies Corporates	-	-	-	-	-	-	-	-	-
Bank/FI	-	-	-	-	-	-	-	-	-
Directors/Relatives	-	-	-	-	-	-	-	-	-
Any Other- Trust	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL (A) (1)</b>	<b>1839297</b>	<b>-</b>	<b>1839297</b>	<b>1.84</b>	<b>1839297</b>	<b>-</b>	<b>1839297</b>	<b>1.84</b>	<b>-</b>
<b>(2) Foreign</b>									
NRI- Individuals	-	-	-	-	-	-	-	-	-
Other Individuals	-	-	-	-	-	-	-	-	-
Bodies Corp.	-	-	-	-	-	-	-	-	-
Banks/FI	-	-	-	-	-	-	-	-	-
Any other	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL (A) (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	<b>1839297</b>	<b>-</b>	<b>1839297</b>	<b>1.84</b>	<b>1839297</b>	<b>-</b>	<b>1839297</b>	<b>1.84</b>	<b>-</b>
<b>B. PUBLIC SHAREHOLDING</b>									
<b>(1) Institutions</b>									
Mutual Funds	-	-	-	-	-	-	-	-	-
Banks/FI	36988	-	36988	0.04	-	-	-	-	(0.04)
Central govt.	-	-	-	-	-	-	-	-	-
State Govt.	-	-	-	-	-	-	-	-	-
Venture Capital Fund	-	-	-	-	-	-	-	-	-
Insurance Companies	-	-	-	-	-	-	-	-	-
FII's	-	-	-	-	-	-	-	-	-
Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
Foreign Portfolio Investor	723612	-	723612	0.72	1250000	-	1250000	1.25	0.53
Alternate Investment Fund(s)	-	-	-	-	-	-	-	-	-
Others (Specify)	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL (B)(1):</b>	<b>760600</b>	<b>-</b>	<b>760600</b>	<b>0.76</b>	<b>1250000</b>	<b>-</b>	<b>1250000</b>	<b>1.25</b>	<b>0.49</b>
<b>(2) Non-Institutions</b>									
<b>Bodies corporates</b>									
i) Indian	26326028	15200	26341228	26.35	5004380	15200	5019580	5.02	(21.33)
ii) Overseas	-	-	-	-	-	-	-	-	-
<b>Individuals</b>									
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	18999956	514750	19514706	19.52	41773472	513750	42287222	42.30	22.78
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	31254316	320000	31574316	31.59	38720208	320000	39040208	39.06	7.47
HUF	6409226	-	6409226	6.41	2974525	0	2974525	2.98	(3.43)
Non-Resident Indian	1449666	-	1449666	1.45	6912803	0	6912803	6.92	5.47
NBFC Registered with RBI	-	-	-	-	-	-	-	-	-
Foreign National	-	-	-	-	-	-	-	-	-
Clearing Members	7761580	-	7761580	7.76	425548	0	425548	0.43	(7.33)
Trust	429000	-	429000	0.43	-	-	-	-	(0.43)
Foreign Corporate Bodies	-	-	-	-	-	-	-	-	-
Investor Education and Protection Fund	-	-	-	-	-	-	-	-	-
Others (specify)	3882491	-	3882491	3.88	212927	0	212927	0.21	(3.67)
<b>SUB TOTAL (B)(2):</b>	<b>96512263</b>	<b>849950</b>	<b>97362213</b>	<b>97.40</b>	<b>96023863</b>	<b>848950</b>	<b>96872813</b>	<b>96.91</b>	<b>(0.49)</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>97272863</b>	<b>849950</b>	<b>98122813</b>	<b>98.16</b>	<b>97273863</b>	<b>848950</b>	<b>98122813</b>	<b>98.16</b>	<b>0.00</b>

C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>99112160</b>	<b>849950</b>	<b>99962110</b>	<b>100.00</b>	<b>99113160</b>	<b>848950</b>	<b>99962110</b>	<b>100</b>	<b>-</b>

**ii. Shareholding of Promoters:**

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year 1st April, 2021			Shareholding at the end of the year 31st March, 2022			% change in shareholding during the year
		No. of Shares	% of total Shares of the co.	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the co.	% of Shares Pledged / encumbered to total shares	
1.	Rajendra Sharad Karnik	12187	0.01	0.00	12187	0.01	0.00	-
2.	Vaishali Rajendra Karnik	1827110	1.83	0.00	1827110	1.83	0.00	-

**iii. Change in Promoters' Shareholding:**

Sr. No.	Particulars	Shareholding at the beginning of the year		Date	Increase/ (Decrease) in Share holding	Reason	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Co.				No. of shares	% of total shares of the Co.
1.	Rajendra Sharad Karnik	12187	0.01	-	-	-	12187	0.01
2.	Vaishali Rajendra Karnik	1827110	1.83	-	-	-	1827110	1.83

**iv. Shareholding Pattern of Top Ten shareholders (other than Directors, Promoters and Holders of GDR's and ADR's):**

Sr. No.	Names of the Shareholders	Shareholding at the beginning of the year		Date	Increase/ Decrease in Share holding	Reason	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Co.				No. of shares	% of total shares of the Co.
1	Harshawardhan Hanmant Sabale	-	-	23-04-2021	6273	Purchase	6273	0.01
				29-10-2021	211408	Purchase	217681	0.22
				05-11-2021	459709	Purchase	677390	0.68
				12-11-2021	454122	Purchase	1131512	1.13
				19-11-2021	2430249	Purchase	3561761	3.56
				26-11-2021	796176	Purchase	4357937	4.36
				10-12-2021	1100000	Purchase	5457937	5.46
				17-12-2021	551511	Purchase	6009448	6.01
				24-12-2021	299956	Purchase	6309404	6.31
						<b>Balance</b>	<b>6309404</b>	<b>6.31</b>
2	Jayaseelan Singaravelu	130000	0.13	23-04-2021	20000	Purchase	150000	0.15



				30-04-2021	50000	Purchase	200000	0.20
				07-05-2021	15000	Purchase	215000	0.22
				14-05-2021	35000	Purchase	250000	0.25
				21-05-2021	50000	Purchase	300000	0.30
				23-07-2021	(74760)	Sale	225240	0.23
				26-11-2021	772440	Purchase	997680	1.00
				03-12-2021	530004	Purchase	1527684	1.53
				10-12-2021	1184406	Purchase	2712090	2.71
				17-12-2021	235396	Purchase	2947486	2.95
				24-12-2021	50000	Purchase	2997486	3.00
				31-12-2021	135000	Purchase	3132486	3.13
				07-01-2022	50000	Purchase	3182486	3.18
				22-01-2022	(1558076)	Sale	1624410	1.63
				28-01-2022	1558076	Purchase	3182486	3.18
				04-02-2022	91100	Purchase	3273586	3.27
				11-02-2022	100000	Purchase	3373586	3.37
				18-02-2022	27460	Purchase	3401046	3.40
				25-02-2022	161000	Purchase	3562046	3.56
				11-03-2022	270000	Purchase	3832046	3.83
				18-03-2022	10000	Purchase	3842046	3.84
				25-03-2022	295042	Purchase	4137088	4.14
				31-03-2022	168035	Purchase	4305123	4.31
						<b>Balance</b>	<b>4305123</b>	<b>4.31</b>
3	Ketan Madhusudan Shroff	1000000	1.00	11-06-2021	(300000)	Sale	700000	0.70
				16-07-2021	752735	Purchase	1452735	1.45
				23-07-2021	875000	Purchase	2327735	2.33
				20-08-2021	(400000)	Sale	1927735	1.93
				17-12-2021	(110392)	Sale	1817343	1.82
						<b>Balance</b>	<b>1817343</b>	<b>1.82</b>
4	Gaurav Chandrakant Shah	1642778	1.64	15-10-2021	185554	Purchase	1828332	1.83
				10-12-2021	(190000)	Sale	1638332	1.64
						<b>Balance</b>	<b>1638332</b>	<b>1.64</b>
5	Power Engineering India Pvt. Ltd.	1415006	1.42	-	-	<b>Balance</b>	<b>1415006</b>	<b>1.42</b>
6	Nexpact Limited	-	-	31-12-2021	500000	Purchase	500000	0.50
				07-01-2022	750000	Purchase	1250000	1.25
						<b>Balance</b>	<b>1250000</b>	<b>1.25</b>
7	Arcadia Share and Stock Brokers Pvt Ltd-Proprietary A/C	5599008	5.60	28.05.2021	(4806431)	Sale	792577	0.79
						<b>Balance</b>	<b>792577</b>	<b>0.79</b>
8	Arun Menon	500000	0.50	-	-	<b>Balance</b>	<b>500000</b>	<b>0.50</b>
9	Vanshika Stock Vision LLP	-	-	22-10-2021	100000	Purchase	100000	0.10
				29-10-2021	100000	Purchase	200000	0.20
				12-11-2021	-100000	Sale	100000	0.10
				17-12-2021	200000	Purchase	300000	0.30
				24-12-2021	-200000	Sale	100000	0.10
				31-12-2021	100000	Purchase	200000	0.20
				07-01-2022	100000	Purchase	300000	0.30
				31-03-2022	200000	Purchase	500000	0.50
						<b>Balance</b>	<b>500000</b>	<b>0.50</b>
10	Ajaykant R. Ruia	240676	0.24	17.12.2021	250000	Purchase	490676	0.49
						<b>Balance</b>	<b>490676</b>	<b>0.49</b>

v. **Shareholding of Directors and Key Managerial Personnel (KMPs):**

Sr. No.	Names of the Shareholders	Shareholding at the beginning of the year		Date	Increase/ Decrease in Share holding	Reason	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Co.				No. of shares	% of total shares of the Co.
1	-	-	-	-	-	-	-	-

vi. **Indebtedness**

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Amt. in Rs.)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<u>Indebtedness at the beginning of the financial year:</u>				
i) Principal Amount	65.81	-	-	65.81
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>65.81</b>	<b>-</b>	<b>-</b>	<b>65.81</b>
<u>Change in Indebtedness during the financial year:</u>				
- Addition	-	-	-	-
- Reduction	(14.64)	-	-	(14.64)
<b>Net Change</b>	<b>(14.64)</b>	<b>-</b>	<b>-</b>	<b>(14.64)</b>
<u>Indebtedness at the end of the financial year:</u>				
i) Principal Amount	51.17	-	-	51.17
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>51.17</b>	<b>-</b>	<b>-</b>	<b>51.17</b>

vii. **Remuneration of Directors and Key Managerial Personnel:**

A. **Remuneration to Managing Director, Whole - time Directors and/ or Manager:**

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager/ CEO/ CFO	Total Amount
1.	<b>Gross Salary:</b> a) Salary as per provisions contained in section 17 (1) of the Income-tax Act, 1961. b) Value of perquisites u/s 17(2) Income- tax Act, 1961. c) Profits in lieu of salary under section 17(3) Income – tax Act, 1961	There was no remuneration paid to the Managing Director, Whole time Director and/or Manager.	
2.	Stock Option		
3.	Sweat Equity		
4.	<b>Commission:</b>		

	- as% of profit - Others, specify...	
5.	Others, please specify	
6.	<b>Total(A)</b>	
7.	Ceiling as per the Act	

**B. Remuneration to other directors:**

Sr. No.	Particulars of Remuneration	Name of the Director	Amount
1.	<u>Independent Directors</u> · Fee for attending board & committee meetings · Commission · Others, please specify.	- - -	- - -
2.	<b>Total (1)</b>	-	-
3.	<u>Other Non-Executive Directors</u> · Fee for attending board & committee meetings · Commission · Others, please specify.	- - -	- - -
4.	<b>Total (2)</b>	-	-
5.	<b>Total(B) = (1+2)</b>	-	-
6.	<b>Total Managerial Remuneration</b>	-	-
7.	Overall Ceiling as per the Act	-	-

**C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD:**

Sr. no.	Particulars of Remuneration	Key Managerial Personnel	Total
		Palak Pandey CS & Compliance Officer	
1.	<b>Gross Salary:</b> a) Salary as per provisions contained in section 17 (1) of the Income-tax Act, 1961. b) Value of perquisites u/s 17(2) Income– tax Act, 1961. c) Profits in lieu of salary under section17(3) Income – Tax Act,1961	1,65,000 - -	1,65,000 - -
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	<b>Commission:</b> - as % of profit	-	-
5.	Others, please specify	-	-
6.	<b>Total</b>	1,65,000	1,65,000

viii. **Penalties/ punishment/ compounding of offences:**

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD /NCLT/Court]	Appeal made
<b>A. Company</b>					
Penalty	The Company faced no penalty or prosecution or punishment under any provisions of Companies Act 2013 or rules made thereunder, during the year under consideration.				
Punishment					
Compounding					
<b>B. Directors</b>					
Penalty	The Directors of your Company faced no penalty or prosecution or punishment under any provisions of Companies Act 2013 or rules made thereunder, during the year under consideration.				
Punishment					
Compounding					
<b>C. Other Officers In Default</b>					
Penalty	None other Officers of your Company faced any penalty or prosecution or punishment under any provisions of Companies Act 2013 or rules made thereunder, during the year under consideration.				
Punishment					
Compounding					

**By Order of the Board of Directors  
For Winpro Industries Limited  
(formerly known as Jump Networks Limited)  
Sd/-  
Atul Kumar  
Managing Director  
DIN: 07271915**

Place: Mumbai  
Date: September 06, 2022

# CORPORATE GOVERNANCE REPORT

## Company's philosophy on Corporate Governance:

Your company firmly believes that corporate governance sets foundation for creation and enhancement of long-term sustainable value for the stakeholders through ethically driven business developments. The sound governance systems and processes in place are empowering co-creation and alliances while an unwavering focus on sustainability and safety is what makes us a truly responsible enterprise.

We consider it our inherent responsibility to protect the rights of our shareholders and disclose precise information regarding performance of the Company. The Board of Directors believe in ethical values and high moral standards for achieving the highest standards of Corporate Governance. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed and independent Board. We keep our governance practices under continuous review and strive to achieve excellence in governance norms.

## BOARD OF DIRECTORS:

### 1. Composition & Category of Directors:

The Company believes in a well-balanced and diverse Board which enriches discussions and enables effective decision making. Your Company's Board comprises of the appropriate mix of executive, non-executive and independent Directors including one women Independent Director to maintain its independence.

The composition and size of the Board is reviewed periodically to ensure an optimum mix of Directors with complementary skillsets. The Company understands that sound succession planning for the members of the Board and Senior Management is essential for sustained growth of the Company.

The composition of the Board is in conformity with the requirements of Regulation 17 of the Listing Regulations as well as the Act read with the Rules issued thereunder.

The details of Directorship and committee membership for FY 2021-22 are produced below:

Name of the Director	DIN	Category (Promoter, Executive, Non- Executive, Nominee, Independent director)	No. of Directorship in listed entities including this listed entity	Number of Committee memberships/ Chairpersonship held in Listed Companies*	
				Membership	Chairmanship
Abhishek Sanga	08309127	Chairman & Non-Executive Director	2	0	0
Atul Kumar	07271915	Executive Director, MD	2	2	0
Manav Kumar	08309105	Executive Director	3	0	0
Anil Thakor	09168337	Non-Executive Director	1	0	0
Minakshi Singh	07483620	Independent Director	3	2	0
Nirdesh Shah	08128204	Independent Director	2	2	2

# Companies includes Public Limited Companies Incorporated in India including Winpro Industries Limited.

\* Includes only Audit Committee and Stakeholder's Relationship Committee, including that of Winpro Industries Limited.

### 2. Number of Board Meetings & Attendance of each Director at the Meetings of the Board of Directors and the last AGM:

During the year under review, the Board of Directors of the Company met Thirteen (14) times i.e on 11<sup>th</sup> May 2021, 15<sup>th</sup> June 2021, 17<sup>th</sup> June 2021, 24<sup>th</sup> June 2021, 30<sup>th</sup> June 2021, 31<sup>st</sup> July 2021, 6<sup>th</sup> September 2021, 17<sup>th</sup> September 2021, 19<sup>th</sup> October 2021, 20<sup>th</sup> October 2021, 12<sup>th</sup> November 2021, 22<sup>nd</sup> November 2022, 29<sup>th</sup> November 2021 and 14<sup>th</sup> February 2022.

The agenda papers along with notes and other supporting were circulated in advance of the Board Meeting with sufficient information.

Directors' attendance in Board Meetings held during the financial year and last Annual General Meeting are as under:

Name of Director	No. of Board Meetings		Attendance at last AGM
	Held during their tenure	Attended during their tenure	
Abhishek Sanga	14	14	Yes
Atul Kumar	14	14	Yes
Manav Kumar	1	1	Yes
Anil Thakor	13	13	Yes
Minakshi Singh	12	12	Yes
Nirdesh Shah	12	12	Yes

The gap between two successive board meetings did not exceed 120 days.

**3. Performance Evaluation:**

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board, in accordance with evaluation program laid down by the Nomination and Remuneration Committee, has carried out an annual evaluation of its own performance, performance of the Directors as well as the evaluation of the working of its committees.

**4. Familiarization Programme for Independent Directors:**

The details of familiarisation programme imparted to the Directors is available at [www.jumpnetworks.in](http://www.jumpnetworks.in)

**5. The confirmation from the Board on Independent Directors:**

In the opinion of the Board, the Independent Directors fulfil the conditions specified in SEBI Listing Regulations, 2015 and are independent of the management.

**6. Resignation of Independent Director:**

None of the Independent Directors has resigned during the financial year ended on 31<sup>st</sup> March 2022.

**7. Directors liable to retire by rotation:**

Details of directors retiring by rotation at the ensuing Annual General Meeting is annexed to the Notice and forming part of this Annual Report.

**COMMITTEES OF THE BOARD:**

**1. AUDIT COMMITTEE:**

The Audit Committee met 10 (Ten) times during the financial year 2021-22. The composition of the Audit Committee of the Board of Directors of the Company along with the details of the meetings held and attended by the members of the Committee during the financial year 2021-22 is detailed below:

Name of Directors	Nature of Membership	Meeting Dates									
		17/06	24/06	30/06	06/09	17/09	19/10	20/10	12/11	22/11	14/02
Nirdesh Shah*	Chairman	No	No	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Atul Kumar	Member	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Minakshi Singh**	Member	No	No	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes

\* Nirdesh Shah was appointed as chairman of the Audit Committee w.e.f. 15-06-2021

\*\* Minakshi Singh was appointed as member of the Company w.e.f. 15-06-2021

The members of the Audit Committee are financially literate and have relevant experience in financial management expertise. The Company Secretary acts as the Secretary to the Committee. The Audit Committee, as and when considers appropriate, invites the Statutory Auditors and Internal Auditors at the meetings of the Committee.

The terms of reference of this Committee includes those specified under Regulation 18 read with Part C of Schedule II of the Listing Regulations in consonance with the provisions of Section 177 of the Companies Act, 2013.

## **2. NOMINATION AND REMUNERATION COMMITTEE:**

The Nomination and Remuneration Committee of the Board of Directors of the Company met 5 (five) times during the financial year 2021-22 to discuss and deliberate on various matters. The composition of the Nomination and Remuneration Committee along with the details of the meetings held and attended by the members of the Committee during the financial year 2021-22 is detailed below:

Name of Directors	Nature of Membership	Meeting Dates				
		11/05	15/06	24/06	17/09	29/11
Nirdesh Shah**	Chairman	No	Yes	Yes	Yes	Yes
Minakshi Singh***	Member	No	Yes	Yes	Yes	Yes
Abhishek Sanga	Member	Yes	Yes	Yes	Yes	Yes

\*\* Nirdesh Shah appointed as chairman of the committee w.e.f. 15-06-2021

\*\*\* Minakshi Singh appointed as member of the committee w.e.f. 15-06-2021.

The terms of reference of this Committee includes those specified under Regulation 19 read with Part D of Schedule II of the Listing Regulations in consonance with the provisions of Section 178 of the Act. The Company Secretary acts as the Secretary to the Committee.

### **Remuneration to Directors:**

The Nomination and Remuneration Policy, which was approved by the Board is available on the website of the Company.

### **Details of remuneration paid to Directors for FY 2021-22**

Name of the Directors	Designation	Remuneration paid
Nil		

### **Details of shares of the Company held by Non-Executive Directors are as under:**

Name of Member	No. of Equity shares held
Nil	

### **3. STAKEHOLDERS RELATIONSHIP COMMITTEE:**

The Stakeholders Relationship Committee of the Board of Directors of the Company met 04 (Four) times during the financial year 2021-22. The composition of the Stakeholders Relationship Committee along with the details of the meetings held and attended by the members of the Committee during the financial year 2021-22 is detailed below:

Name of Directors	Nature of Membership	Meeting Dates			
		17/09	19/10	12/11	14/02
Nirdesh Shah*	Chairman	Yes	Yes	Yes	Yes
Atul Kumar	Member	Yes	Yes	Yes	Yes
Minakshi Singh**	Member	Yes	Yes	Yes	Yes

\* Nirdesh Shah was appointed as chairman of the committee w.e.f. 15-06-2021

\*\*Minakshi Singh was appointed as member of the committee w.e.f. 15-06-2021

The terms of reference of this Committee includes those specified under Regulation 20 read with Part D of Schedule II of the Listing Regulations in consonance with the provisions of Section 178 of the Act.

Further, the Board of Directors of the Company have delegated the authority to approve the transfer, transmission, dematerialization of shares, etc., to any two members, jointly, of the Shareholders Committee including the Company Secretary.

### **4. RISK MANAGEMENT COMMITTEE:**

The composition of the Risk Management Committee of the Board of Directors of the Company along with the details of the meetings held and attended by the members of the Committee during the financial year 2021-22 is detailed below:

Name of Directors	Nature of Membership	Meeting Dates
		15-06-2021
Abhishek Sanga	Chairman	Yes
Minakshi Singh@	Member	Yes
Nirdesh Shah#	Member	Yes

@ Minakshi Singh was appointed as member of the committee w.e.f. 15-06-2021

# Nirdesh Shah was appointed as member of the committee w.e.f. 15-06-2021

The terms of reference of this Committee includes those specified under Regulation 21 read with Part D of Schedule II of the Listing Regulations.

The Company has adequate procedures to inform Board Members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that executive management controls risk through means of a properly defined framework.



## **GENERAL SHAREHOLDER'S INFORMATION:**

### **General Body Meeting:**

The details of Special Resolutions passed at the Annual General Meetings held in last 3 years are as under:

<b>Particulars</b>	<b>2020-2021</b>	<b>2019-2020</b>	<b>2018-2019</b>
Day & Date	Thursday, 19 <sup>th</sup> May 2022	Wednesday, 9 <sup>th</sup> December 2020	Monday, 30 <sup>th</sup> September 2019
Time	10.00 a.m.	12.00 noon	3.30 p.m.
Venue	Sammelan Hall, A101, Samarth Complex, Jawahar Nagar, Goregaon (West), Mumbai – 400 104.	Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).	B - 302, Western Edge - II, Western Express Highway, Borivali (East) Mumbai - 400 066.
Special Resolutions	-	<ul style="list-style-type: none"><li>• Re-appointment of Ms. Neha Gupta (DIN: 07145514) as an Independent Director for the second term.</li><li>• Appointment of Mr. Harshawardhan Sabale (DIN: 00168418) as Managing Director.</li></ul>	Appointment of Mr. Atul Kumar (DIN: 07271915) as the Managing Director of the Company.

### **Postal Ballot:**

During the year under review, postal ballot was conducted for Issue of upto 5,00,00,000 (Five Crore only) convertible Equity warrants to person(s) belonging to Non-promoter category on preferential basis. Voting on Postal Ballot Resolution was commenced on Friday, 6<sup>th</sup> August 2021 and concluded on Saturday, 4<sup>th</sup> September 2021. Resolution was approved by the shareholders with requisite majority.

### **Other information:**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
1.	Annual General Meeting date	29 <sup>th</sup> September 2022
2.	Annual General Meeting Time	09:00 am
3.	Venue of Annual General Meeting	Ruia Hall, Station Road, Near Railway Crossing, Malad (West), Mumbai-400 064
4.	Financial Year	1 <sup>st</sup> April 2021 to 31 <sup>st</sup> March 2022
5.	Book Closure Dates	23 <sup>rd</sup> September 2022 to 29 <sup>th</sup> September 2022
6.	Cut-off Date	22 <sup>nd</sup> September 2022
7.	E-voting period	September 26, 2022 at 9:00 a.m. and ends on September 28, 2022 at 5:00 p.m. (IST).
8.	Listing on Stock Exchange	BSE Limited
9.	Scrip Code	531337
10.	Scrip Id	WINPRO
11.	Depositories	National Securities Depository Limited Central Depository Services (India) Limited

12.	ISIN	INE974C01022
13.	Share Transfer Agents	Skyline Financial Services Pvt. Ltd Add: D-153 A, 1 <sup>st</sup> Floor, Okhla Industrial Area, Phase-I, New Delhi, Delhi – 110 020. Contact: 011-40450193/94/95/96/97 Email: info@skylinerta.com Website: www.skylinerta.com
14.	Company Secretary & Compliance Officer	Palak Pandey
15.	Correspondence Address	Office No. 212, 2 <sup>nd</sup> Floor, Trade Centre, G Block, Opp. MTNL, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051.
16.	Telephone	+91 8108106033
17.	E-mail	corp.iris@gmail.com; info@jumpnetworks.in; compliance@jumpnetworks.in
18.	Website	www.jumpnetworks.in

### **Financial Calendar:**

<b>Adoption of Quarterly Results for the Quarter ending</b>	<b>Tentative date of the Meeting of the Board of Directors</b>
30 <sup>th</sup> June 2022	On or before 14 <sup>th</sup> August 2022
30 <sup>th</sup> September 2022	On or before 14 <sup>th</sup> November 2022
31 <sup>st</sup> December 2022	On or before 14 <sup>th</sup> February 2023
31 <sup>st</sup> March 2023	On or before 30 <sup>th</sup> May 2023

### **Share Transfer System:**

The shares lodged for transfer, transmission, etc. are processed and share certificates duly endorsed are returned within the stipulated time, subject to documents being valid and complete in all respects.

A summary of approved transfers, transmissions, dematerialization of shares, etc. is placed before the Board of Directors from time to time as per the Listing Regulations.

Trading in equity shares of the Company is permitted only in dematerialized form.

### **Table Showing details Dematerialization of shares and liquidity:**

<b>Description</b>	<b>Shares</b>	<b>% to Equity</b>
Physical	848950	0.85
NSDL	45628554	45.65
CDSL	53484606	53.50
<b>Total</b>	<b>99962110</b>	<b>100.00</b>

### **Stock Market Data:**

Monthly high and low of market prices of the Company's equity shares traded at the BSE Limited during FY 2021-22.

Month	Winpro Industries Limited (formerly known as Jump Networks Ltd)			
	Open	High	Low	Close
April, 2021	9.23	11.00	7.40	7.86
May, 2021	7.85	7.85	4.99	7.30
June, 2021	7.41	13.00	7.40	10.62
July, 2021	11.15	12.28	9.75	9.94
August, 2021	9.90	10.21	7.74	9.32
September, 2021	9.71	10.23	8.24	8.30
October, 2021	8.60	8.74	7.01	7.30
November, 2021	7.49	8.19	7.02	7.51
December, 2021	7.56	10.42	7.30	8.02
January, 2022	8.15	9.20	7.58	7.86
February, 2022	7.81	8.20	6.36	6.60
March, 2022	6.37	7.03	5.45	5.50

### **Distribution of Shareholding:**

Class-wise distribution of Equity Shares as on 31<sup>st</sup> March 2022.

No. of Shares	No. of Shareholders	% of Shareholders	No. of Shares Held	Share holding Amount	% to Shareholding Amount
Up to 5000	35479	79.16	9788413	48942065	9.79
5001 – 10000	3859	8.61	6125108	30625540	6.13
10001 – 20000	2318	5.17	6833771	34168855	6.84
20001 – 30000	1180	2.63	5953464	29767320	5.96
30001 – 40000	379	0.85	2685595	13427975	2.69
40001 – 50000	460	1.03	4396376	21981880	4.40
50001 - 100000	579	1.29	8389855	41949275	8.39
100001 and above	563	1.26	55789528	278947640	55.81
<b>Total</b>	<b>44817</b>	<b>100.00</b>	<b>99962110</b>	<b>499810550</b>	<b>100.00</b>

### **Shareholding Pattern as on 31<sup>st</sup> March 2022:**

Category of Shareholder	No. of Shareholders	No. of Shares	% of Shareholding
<b><u>(A) Shareholding of Promoter Group</u></b>			
(1) Indian			
Individual	2	18,39,297	1.84
Hindu Undivided Family	-	-	-
Directors	-	-	-
(2) Foreign	-	-	-
<b>Sub Total (A)</b>	2	18,39,297	1.84
<b><u>(B) Public Shareholding</u></b>			
(1) Institutions			
Foreign Portfolio Investors	1	12,50,000	1.25
(2) Non-Institutions			
Bodies Corporate	109	50,19,580	5.02
<b><u>Individuals:</u></b>			

Individual shareholders holding nominal share capital up to Rs.2,00,000/-	43783	4,88,44,481	48.86
Individual shareholders holding nominal share capital in excess of Rs.2,00,000/-	240	3,24,82,949	32.50
Non-Resident Indians	226	69,12,803	6.92
Trust	-	-	-
LLP	-	-	-
Hindu Undivided Family	402	29,74,525	2.98
Clearing Members	33	4,25,548	0.43
Firm	21	2,12,927	0.21
Unclaimed or Suspense or Escrow Account	-	-	-
<b>Sub Total (B)</b>	<b>44,815</b>	<b>9,81,22,813</b>	<b>98.16</b>
<b>Total (A)+(B)</b>	<b>44,817</b>	<b>9,99,62,110</b>	<b>100.00</b>
(C) Shares held by Custodians and against which DRs have been issued	-	-	-
(1) Promoter and Promoter Group	-	-	-
(2) Public	-	-	-
<b>Sub Total(C)</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total (A)+(B)+(C)</b>	<b>24,869</b>	<b>9,99,62,110</b>	<b>100</b>

## **MEANS OF COMMUNICATION**

- Quarterly results are displayed on the Company's website [www.jumpnetworks.in](http://www.jumpnetworks.in) after its submission to the Stock Exchanges.
- The quarterly results are also published in English Newspaper (all editions) and Marathi Newspaper (Mumbai edition).

**By Order of the Board of Directors  
For Winpro Industries Limited  
(formerly known as Jump Networks Limited)**

**Sd/-**

**Atul Kumar  
Managing Director  
DIN: 07271915**

**Place: Mumbai**

**Date: September 06, 2022**

# **DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT**

To  
The Members,  
WinPro Industries Limited  
(formerly known as Jump Networks Limited)

Pursuant to Regulation 34 (3) read with Schedule V Para D of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations, 2015), I hereby confirm that –

1. All Board members and Senior Management Personnel are aware of the provisions of the Code of Conduct laid down by the Board.
2. All Board members and Senior Management Personnel have affirmed compliance with the Code of Conduct.

**By Order of the Board of Directors  
For Winpro Industries Limited  
(formerly known as Jump Networks Limited)**

**Sd/-**

**Atul Kumar  
Managing Director  
DIN: 07271915**

**Place: Mumbai  
Date: September 06, 2022**

# CERTIFICATE ON CORPORATE GOVERNANCE

From Practicing Company Secretary

[In terms of Regulations 34(3) and Schedule V (E) of  
SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015]

To  
The Members of WinPro Industries Limited  
(formerly known as Jump Networks Limited)

We, **JCA & Co, Practicing Company Secretaries (COP: 13687)** have examined the compliance of conditions of Corporate Governance by WinPro Industries Limited (formerly known as Jump Networks Limited) for the year ended 31<sup>st</sup> March 2022 as stipulated in Regulations 17, 18, 19, 20, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub regulation (2) of regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as SEBI Listing Regulations, 2015).

## Management's Responsibility:

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

## Auditor's Responsibility:

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

## Opinion:

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended 31<sup>st</sup> March 2022 except the following compliance:

Sr. No	Compliance Requirement (regulations/circulars/guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
1.	Office Memorandum No. CL-II-03/252/2021-0/o-DGCoA-MCA	Company failed to hold its 28 <sup>th</sup> Annual General Meeting for the FY 2020-21 within required time.	The Company has held its 28 <sup>th</sup> Annual General Meeting for the FY 2020- 21 dated 19 <sup>th</sup> May 2022.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For JCA & Co.**

**Company Secretaries**

**Sd/-**

**CS. Chirag Jain**

**Partner**

**Membership No. F11127**

**CP No. 13687**

**Date: September 06, 2022**

**Place: Mumbai**



## **CERTIFICATE ON VERIFICATION OF DEBARMENT OR DISQUALIFICATION OF DIRECTORS**

**Pursuant to Regulation 34 (3) read with Para C (10)(i) of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

To,  
The Members,  
**WinPro Industries Limited**  
**(formerly known as Jump Networks Limited)**  
Office No. 212, 2<sup>nd</sup> Floor, Trade Centre,  
G Block, Opp. MTNL, Bandra Kurla Complex,  
Bandra (East), Mumbai – 400 051.

On the basis of examination of the books, minute books, forms and returns filed and other records maintained by the Company and declarations made by the Directors and explanations given by the Company, and subject to verification of records we hereby certify that –

The following persons are Directors of the Company during the FY 2021-22 and none of them have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI, Ministry of Corporate Affairs or any such statutory/regulatory authority(ies).

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>DIN</b>	<b>Designation</b>
1.	Mr. Abhishek Sanga	08309127	Chairman, Non-Executive Director
2.	Mr. Atul Kumar	07271915	Managing Director
3.	Mr. Manav Kumar	08309105	Executive Director
4.	Mr. Anil Thakor	09168337	Non-executive Director
5.	Mrs. Minakshi Singh	07483620	Independent Director
6.	Mr. Nirdesh Shah	08128204	Independent Director

**M/s JCA & Co.**  
**Company Secretary**  
**Sd/-**  
**Chirag Jain**  
**Partner**  
**Membership No. F11127**  
**CP No. 13687**

**Date: September 06, 2022**  
**Place: Mumbai**

## **CERTIFICATION BY MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER**

To,  
Board of Directors,  
**Winpro Industries Limited**  
(formerly known as **Jump Networks Limited**)

We, Atul Kumar, Managing Director and Manav Kumar, Chief Financial Officer of the Company have reviewed financial statements along with cash flow statement for the year ended on 31<sup>st</sup> March 2022 and that to the best of our knowledge and belief:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which were fraudulent, illegal or violative of the Company's code of conduct.
4. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps we have taken or propose to take to rectify these deficiencies.
5. We have indicated to the Auditors and the Audit Committee:
  - Significant change in internal control over financial reporting during the year under reference;
  - Significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and
  - Instances of fraud of which we have become aware and the involvement therein, if any, of the Management or an employee having a significant role in the Company's internal control system over financial reporting.

**Place: Mumbai**  
**Date: September 06, 2022**

**Sd/-**  
**Atul Kumar**  
**Managing Director**

**Sd/-**  
**Manav Kumar**  
**CFO**

## INDEPENDENT AUDITOR'S REPORT

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To

The Members

**WinPro Industries Limited**  
**(formerly known as Jump Networks Limited)**

Office No. 212, 2nd Floor, Trade Centre,  
G Block, Opp. MTNL, Bandra Kurla Complex,  
Bandra (East), Mumbai – 400 051.

Report on the Audit of the Financial Statements

### *1. Qualified Opinion:*

We have audited the Financial Statements of Jump Networks Limited (“the Company”), which comprise the Balance sheet as at March 31, 2022, and the Statement of profit and loss, Statement of changes in equity and Statement of cash flows for the year then ended, and notes to the Financial Statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion section of our report, the aforesaid Financial Statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015 as amended and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and loss, changes in equity and its cash flows for the year ended on that date.

### *2. Basis for Qualified Opinion:*

The Company has not complied with various sections of the Act during the year. The Company has neither estimated / computed nor made provision in the books of account with respect to penalties arising, if any, on account of such non-compliances in the Financial Statements. In view of the above, we are unable to comment on the impact of such non-compliances, if any, on the financial statements for the year ended March 31, 2022.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **3. *Emphasis of Matter:***

We draw attention to note to the Statement which states that the management has made an assessment of the impact of COVID-19 on the Company's operations, financial performance and position as at and for the year ended March 31, 2022 and has concluded that there is no impact which is required to be recognised in the Statement. Accordingly, no adjustments have been made to the Statement. Our opinion is not modified in respect of this matter.

#### **Key Audit Matters:**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Basis for Qualified Opinion section we have determined the matters described below to be the key audit matters to be communicated in our report.

#### **Revenue recognition:**

Refer disclosures related to Revenue recognition in the accompanying Financial Statements for the year ended March 31, 2022.

There is an inherent risk with respect to accuracy of revenue recorded in respect of voice services due to the complexities of the IT systems and other support systems, significance of volumes of data processed by the systems and the impact of validity of the pins/calling cards.

Due to the significance of the above matter, we have considered this as a key audit matter. Our audit procedures in respect of this area included:

1. We performed the following substantive procedures:
  - I. verified the accuracy of customer invoices and traced receipts to customer invoices,
  - II. compared the number of pins activated as per the invoice with the IT system reports, and
  - III. tested reconciliations between billing system and the general ledger (including validation of relevant journal entries).
2. Performed cut-off procedures and ensured revenue is correctly recognised on a pro-rata basis for the active pins/calling cards having validity beyond March 31, 2022.
3. Verified the appropriateness of the accounting policies and the disclosures related to Revenue in the Financial Statements.

#### **Responsibilities of Management and Those Charged with Governance for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the

Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Financial Statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

#### Auditor's Responsibilities for the Audit of the Financial Statements:

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements.

We give in "Annexure A" a detailed description of Auditor's responsibilities for Audit of the Standalone Financial Statements.

#### Other Matter:

1. The Financial Statements of the Company for the year ended March 31, 2022, were audited by another auditor whose report dated May 30, 2022 expressed an modified opinion on those statements.
2. We audited the adjustments, as fully described in note 38 to the Financial Statements, which have been made to the comparative Financial Statements presented for the year prior to year ended March 31, 2022. In our opinion, such adjustments are appropriate and have been properly applied.

Our opinion is not modified in respect of these matters.

#### Report on Other Legal and Regulatory Requirements:

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance sheet, the Statement of profit and loss, the Statement of changes in equity and the Statement of cash flow dealt with by this Report are in agreement with the books of account.
- (d) Except for the matter described in the Basis of Qualified Opinion section above, in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls with reference to Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure C”.
- (g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - I. The Company has disclosed the impact of pending litigations on its financial position in its Financial Statements.
  - II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - III. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

As required by The Companies (Amendment) Act, 2017, in our opinion, according to information, explanations given to us, the remuneration paid by the Company to its directors is within the limits laid prescribed under Section 197 of the Act and the rules thereunder.

**For Mohandas & Co.**  
**Chartered Accountants**  
**Firm Reg. No. 106529W**

**Sd/-**  
**CA. Belle Mohandas Shetty**  
**Proprietor**  
**Membership No. 031256**

**UDIN: 220312S6AJXTIW1299**

**Place: Mumbai**  
**Date: May 30, 2022**

## **ANNEXURE A:**

### **TO THE INDEPENDENT AUDITOR'S REPORT ON EVEN DATE ON THE FINANCIAL STATEMENTS OF JUMP NETWORKS LIMITED**

#### Auditor's Responsibilities for the Audit of the Financial Statements

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore, the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to

outweigh the public interest benefits of such communication.

**For Mohandas & Co.  
Chartered Accountants  
Firm Reg. No. 106529W**

**Sd/-  
CA. Belle Mohandas Shetty  
Proprietor  
Membership No. 031256**

**UDIN: 220312S6AJXTIW1299**

**Place: Mumbai  
Date: May 30, 2022**



## **ANNEXURE B:**

### **TO INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF JUMP NETWORKS LIMITED FOR THE YEAR ENDED MARCH 31, 2022**

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report]

- i. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.
- (b) All the Property, Plant and Equipment of the Company have not been physically verified by the management during the year. Accordingly, material discrepancies, if any, could not be ascertained and therefore, we are unable to comment on whether such material discrepancies have been properly dealt with in the books of account.
- (c) The Company does not hold any immovable property (in the nature of 'property, plant and equipment'). Accordingly, the provisions of clause 3(1)(c) of the Order are not applicable.
- ii. The Company is involved in the business of rendering services. Accordingly, the provisions stated in paragraph 3(ii) of the Order are not applicable to the Company.
- iii. The Company has granted loans, secured or unsecured to a Company covered in the register maintained under section 189 of the Act.
  - (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the rate of interest and other terms and conditions on which the loans have been granted to the Companies in the register maintained under Section 189 of the Act are not, prima facie, prejudicial to the interest of the Company.
  - (b) In case of the loans granted to a Company listed in the register maintained under section 189 of the Act, schedule of repayment of principal and payment of interest have not been stipulated. In the absence of stipulation of repayment terms are unable to comment on the regularity of repayment of principal and payment of interest.
  - (c) In absence of the information relating to terms and conditions of the loan, we are unable to comment if there is any amount overdue for more than ninety days in respect of the loan granted to a Company listed in the register maintained under section 189 of the Act.
- iv. The Company is in non-compliance of section 185 and 186 of the Companies Act, 2013. The Company had placed a resolution before the shareholder in its Annual General Meeting dated December 16, 2020 to regularize the said non-compliance and seek approval of the limits for making investments extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporates. However, the said resolution was not passed/approved by the shareholders. The Company has neither estimated / computed nor made provision in the books of account with respect to penalties arising, If any on account of such non-compliances or has approached National Company Law Tribunal for compounding of the violation. The effect of such non-compliance on the financial results of the Company is presently unascertainable.

- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed thereunder.
- vi. The provisions of sub-section (1) of section 148 of the Act are not applicable to the Company as the Central Government of India has not specified the maintenance of cost records for any of the products of the Company. Accordingly, the provisions stated in paragraph 3 (vi) of the Order are not applicable to the Company.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, the Company is not regular in depositing undisputed statutory dues in respect of Income tax and is regular in depositing undisputed statutory dues, including Goods and Service tax, cess and other statutory dues applicable to it.

According to the information and explanation given to us, below are the undisputed amounts in respect of income-tax, goods and service tax, cess which were in arrears, as at March 31, 2022 for a period of more than six months from the date they became payable.

Statutory dues which were outstanding, as at March 31, 2022 for a period of more than six months from the date they became payable are as follows:

Name of the statute	Nature of the dues	Amount Rs	Period to which the amount relates	Due Date	Date of Payment
Income Tax Act 1961	Tax Deducted at source	1,65,92,817/-	01/04/20 to 31/03/2021	31/05/2021	-
Employees State Insurance Act, 1948	ESIC payable	73,739/-	01/04/20 to 31/03/2021	15/04/2021	-
Employees Provident Fund Act, 1952	PF Payable	8,05,625/-	01/04/20 to 31/03/2021	15/04/2021	-
Profession Tax act	Profession Tax	5850/-	31/03/2021	30/06/2021	-

(b) According to the information and explanation given to us and examination of records of the Company, the outstanding dues of income-tax as listed below, have not been deposited by the Company with appropriate authorities on account of any dispute:

Name of the statute	Nature of the dues	Amount Rs	Period to which the amount relates	Forum where dispute is pending
Income Tax Act	Income Tax	0.15	AY 2008-09	Income Tax Appellate Tribunal
		0.93	AY 2009-10	Income Tax Appellate Tribunal
		10.94	AY 2010-11	Income Tax Appellate Tribunal
		77.92	AY 2011-12	Income Tax Appellate Tribunal
		38.63	AY 2012-13	Income Tax Appellate Tribunal
		39.40	AY 2013-14	Income Tax Appellate Tribunal
		44.94	AY 2014-15	Income Tax Appellate Tribunal
		34.84	AY 2015-16	Commissioner of Income Tax
		94.53	AY 2017-18	Commissioner of Income Tax

- viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to the financial institution, bank or debenture holders.
- ix. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, the provisions stated in paragraph 3 (ix) of the Order are not applicable to the Company.
- x. During the course of our audit, examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees.
- xi. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions stated in paragraph 3(xii) of the Order are not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.
- xiv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the provisions stated in paragraph 3 (xiv) of the Order are not applicable to the Company.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, provisions stated in paragraph 3(xv) of the Order are not applicable to the Company.
- xvi. In our opinion, the Company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions stated in paragraph 3 (xvi) of the Order are not applicable to the Company.

**For Mohandas & Co.**  
**Chartered Accountants**  
**Firm Reg. No. 106529W**

**Sd/-**  
**CA. Belle Mohandas Shetty**  
**Proprietor**  
**Membership No. 031256**

**UDIN: 220312S6AJXTIW1299**  
**Place: Mumbai**  
**Date: May 30, 2021**

## **ANNEXURE C:**

### **TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF JUMP NETWORKS LIMITED**

[Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report]

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to Financial Statements of Jump Networks Limited ("the Company") as of March 31, 2022 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to Financial Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI) (the "Guidance Note"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit conducted in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls.

Because of the matter described in Disclaimer of Opinion paragraph below, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on internal financial controls with reference to financial statements of the Company.

#### **Meaning of Internal Financial Controls with Reference to Financial Statements**

A Company's internal financial control with reference to Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the standalone financial statements.

## **Inherent Limitations of Internal Financial Controls with Reference to Financial Statements**

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to Financial Statements to future periods are subject to the risk that the internal financial control with reference to Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Disclaimer of Opinion**

According to the information and explanation given to us, the Company has not established its internal financial control with reference to Financial Statements on criteria based on or considering the essential components of internal control stated in the Guidance Note. Because of this reason, we are unable to obtain sufficient appropriate audit evidence to provide a basis for our opinion whether the Company had internal financial controls with reference to Financial Statements and whether such internal financial controls were operating effectively as at March 31, 2022.

We have considered the disclaimer reported above in determining the nature, timing, and extent of audit tests applied in our audit of the Financial Statements of the Company, and the disclaimer does not affect our opinion on the Financial Statements of the Company.

**For Mohandas & Co.  
Chartered Accountants  
Firm Reg. No. 106529W**

**Sd/-  
CA. Belle Mohandas Shetty  
Proprietor  
Membership No. 031256**

**UDIN: 220312S6AJXTIW1299**

**Place: Mumbai  
Date: May 30, 2021**

Winpro Industries Limited CIN: L92412MH1992PLC067841

Balance Sheet as at 31 March 2022

(All amount in Rs Lakhs, unless otherwise stated)

Sr. No	Particulars	Notes	As at 31 March 2022	As at 31 March 2021
<b>I.</b>	<b>ASSETS</b>			
	<b>Non-current assets</b>			
	Property, plant and equipment	4	81.53	95.18
	Deferred tax assets (net)	5	45.81	45.81
	<b>Total Non-current assets</b>		<b>127.35</b>	<b>140.99</b>
	<b>Current assets</b>			
	<b>Financial assets</b>			
	(i) Trade Receivables	6	5,272.58	5,364.14
	(ii) Cash and Cash Equivalents	7	14.08	65.75
	(iii) Other financial assets	8	1,477.53	1,470.32
	Other current assets	9	1.80	1.80
	<b>Total current assets</b>		<b>6,765.99</b>	<b>6,902.00</b>
	<b>Total Assets</b>		<b>6,893.34</b>	<b>7,043.00</b>
<b>II</b>	<b>EQUITY AND LIABILITIES</b>			
	<b>Equity</b>			
	Equity share capital	10	4,998.11	4,998.11
	Warrant Application Money Received		1,320.00	-
	Other equity	11	(2,962.47)	(2,880.73)
	<b>Total equity</b>		<b>3,355.64</b>	<b>2,117.38</b>
	<b>Non-Current Liabilities</b>			
	Other non-current liabilities	12	1,731.17	1,920.54
	<b>Current liabilities</b>			
	Borrowings	13	51.17	65.81
	Financial liabilities			
	Trade payables	14		
	-Dues to micro and small enterprises		-	-
	-Dues to others		508.15	475.11
	Other current liabilities	15	252.28	1,469.23
	Current tax liabilities	16	994.93	994.93
	<b>Total current liabilities</b>		<b>1,806.53</b>	<b>3,005.08</b>
	<b>Total liabilities</b>		<b>3,537.70</b>	<b>4,925.62</b>
	<b>TOTAL EQUITY AND LIABILITIES</b>		<b>6,893.34</b>	<b>7,042.99</b>

Summary of significant accounting policies

The accompanying notes are integral part of financial statements.

This is the balance sheet referred to in our report of even date.

**For Mohandas & Co.**

**Chartered Accountants**

**Firm registration Number: 133736W**

**Sd/-**

**CA. Belle Mohandas Shetty**

**Partner**

**Membership No: 031256**

**UDIN: 220312S6AJXTIW1299**

**Place: Mumbai**

**Date: 30 May 2022**

**For and on behalf of Board of Directors of  
Winpro Industries Limited**

**Sd/-**

**Atul Kumar**

**Managing Director**

**DIN: 07271915**

**Sd/-**

**Palak Pandey**

**CS**

**Sd/-**

**Abhishek Sanga**

**Non-Executive Directors**

**DIN: 08309127**

**Sd/-**

**Manav Kumar**

**Director & CFO**

**DIN: 08309105**

Winpro Industries Limited CIN: L92412MH1992PLC067841  
**Balance Sheet as at 31 March 2022**  
 (All amount in Rs Lakhs, unless otherwise stated)

	Particulars	Notes	As at 31 March 2022	As at 31 March 2021
<b>I.</b>	<b>INCOME</b>			
	Revenue From Operation	16	-	14,371.20
	Interest Income	17	-	781.52
	Other Income	18	-	7.72
	<b>Total Income</b>		-	<b>15,160.44</b>
<b>II.</b>	<b>Expenses</b>			
	Cost of services provided	19	-	12,252.03
	Employee Benefit expenses	20	3.59	169.22
	Finance Costs	21	4.30	792.38
	Depreciation and amortisation expenses	22	13.65	20.91
	Other expenses	23	60.21	704.28
	<b>Total expenses</b>		<b>(81.74)</b>	<b>1,221.62</b>
<b>III.</b>	<b>Profit/(Loss)before tax and exceptional item</b>		<b>(81.74)</b>	<b>1,221.62</b>
<b>IV</b>	<b>Exceptional item</b>	24	-	(890.51)
<b>V</b>	<b>Profit/(Loss) before tax</b>		<b>(81.74)</b>	<b>331.11</b>
<b>VI</b>	<b>Tax expense</b>	25		
	Current tax expense		-	112.92
	Deferred tax (credit)/ expense		-	4.78
	<b>Total tax expense</b>		-	<b>117.70</b>
<b>VII</b>	<b>Net Profit/ (loss) for the year</b>		<b>(81.74)</b>	<b>213.41</b>
<b>VIII</b>	<b>Other comprehensive income</b>	<b>26</b>		
	(i) Amount of items that will not be reclassified to profit or loss		-	0.38
	(ii) Income tax regarding to items that will not be reclassified to profit or loss			(0.11)
	<b>Total comprehensive income for the year</b>		<b>(81.74)</b>	<b>213.67</b>
<b>IX</b>	Earnings/ (loss) per equity share	27		
	Basic (Rs per share)		(0.00)	0.00
	Diluted (Rs per share)		(0.00)	0.00

Summary of significant accounting policies

The accompanying notes are integral part of financial statements.

This is the balance sheet referred to in our report of even date.

**For Mohandas & Co.**

**Chartered Accountants**

**Firm registration Number: 133736W**

**Sd/-**

**CA. Belle Mohandas Shetty**

**Partner**

**Membership No: 031256**

**DIN: 07271915**

**DIN: 08309127**

**UDIN: 220312S6AJXTIW1299**

**Place: Mumbai**

**Date: 30 May 2022**

**For and on behalf of Board of Directors of  
Winpro Industries Limited**

**Sd/-  
Atul Kumar  
Managing Director**

**Sd/-  
Palak Pandey  
CS**

**Sd/-  
Abhishek Sanga  
Non-Executive Directors**

**Sd/-  
Manav Kumar  
Director & CFO  
DIN: 08309105**

Winpro Industries Limited CIN: L92412MH1992PLC067841  
**Balance Sheet as at 31 March 2022**  
 (All amount in Rs Lakhs, unless otherwise stated)  
**Statement of Change in Equity for the year ended 31 March 2022**

#### A. Equity Share Capital

Particulars	Amount
<b>Balance as at 31 March 2020</b>	<b>4,998</b>
Changes in equity share capital during the year	-
<b>Balance as at 31 March 2021</b>	<b>4,998</b>
Changes in equity share capital during the year	-
<b>Balance as at 31 March 2022</b>	<b>4,998</b>

#### A. Other equity

Particulars	Capital Reserve	Security Premium	General Reseve	Retained Earnings	Total
<b>Balance as at 31 March 2020</b>	<b>61</b>	<b>8,246</b>	<b>17</b>	<b>(11,418)</b>	<b>(3,094)</b>
Profit for the year	-	-	-	213	213
Other comprehensive income	-	-	-	0	0
Transfer to Statutory Reserve	-	-	-	-	-
<b>Balance as at 31 March 2021</b>	<b>61</b>	<b>8,246</b>	<b>17</b>	<b>(11,204)</b>	<b>(2,881)</b>
Profit for the year	-	-	-	(82)	(82)
Other Comprehensive Income	-	-	-	-	-
<b>Balance as at 31 March 2022</b>	<b>61</b>	<b>8,246</b>	<b>17</b>	<b>(11,286)</b>	<b>(2,962)</b>

Summary of significant accounting policies

The accompanying notes are integral part of financial statements.

This is the balance sheet referred to in our report of even date.

**For Mohandas & Co.**

**Chartered Accountants**

**Firm registration Number: 133736W**

**For and on behalf of Board of Directors of  
Winpro Industries Limited**

Sd/-

**CA. Belle Mohandas Shetty**

**Partner**

**Membership No: 031256**

**DIN: 07271915**

**DIN: 08309127**

**UDIN: 220312S6AJXTIW1299**

Sd/-

**Atul Kumar**  
**Managing Director**

Sd/-

**Palak Pandey**  
**CS**

Sd/-

**Abhishek Sanga**  
**Non-Executive Directors**

Sd/-

**Manav Kumar**  
**Director & CFO**  
**DIN: 08309105**

**Place: Mumbai**

**Date: 30 May 2022**



Winpro Industries Limited CIN: L92412MH1992PLC067841  
**Balance Sheet as at 31 March 2022**  
(All amount in Rs Lakhs, unless otherwise stated)  
**Statement of Cash Flow for the year ended 31 March 2022**

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>Profit before tax and exceptional item</b>	<b>(81.74)</b>	<b>1,221.62</b>
Exceptional Item	-	(890.51)
<b>Profit before tax</b>	<b>(81.74)</b>	<b>331.11</b>
<b>Adjustment for:</b>		
Depreciation and amortisation	13.65	20.91
Finance costs	4.30	769.67
Interest Income	-	(781.52)
Other Income	-	(74.61)
Bad debts	0.01	62.12
Balance Written off	-	156.23
Old balances written off	-	890.51
<b>Operating Profit Before Working Capital Changes</b>	<b>(63.78)</b>	<b>1374.41</b>
<b>Changes in Working Capital</b>		
<i>Adjustments for (increase)/ decrease in operating assets and liabilities</i>		
Trade Receivables	91.54	17,537.82
Trade Payables	33.04	(14,339.01)
Other financial assets	(7.21)	189.10
Other current assets	-	2,450.90
Other financial liabilities	-	(492.56)
Other noncurrent liabilities	-	1,920.54
Other current liabilities	(1,406.32)	(960.33)
<b>Cash generated from operations</b>	<b>(1,352.73)</b>	<b>7,680.87</b>
Less: Tax paid (net)	-	(93.17)
<b>Net cash flow from Operating Activities</b>	<b>(1,352.73)</b>	<b>7,587.70</b>
<b>B. CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	-	(220.53)
Sale of Fixed Assets	-	149.77
Interest income on loans	-	855.58
<b>Net cash used in investing activities(B)</b>		<b>784.82</b>
<b>C. CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Long term borrowings repaid	-	(33.10)
Short term borrowings repaid	(14.64)	(7,764.19)
Warrants Application Money Received	1,320.00	-
Interest expenses paid	(4.30)	(769.67)
<b>Net Cash Flows Used In Financing Activities (C)</b>	<b>1,301.06</b>	<b>(8,566.96)</b>
<b>Net increase in Cash and Cash equivalents(A+B+C)</b>	<b>(51.67)</b>	<b>(194.43)</b>
Cash and Cash Equivalents at the beginning of the period	65.75	260.18
Cash and Cash Equivalents at the end of the period	14.08	65.75
<b>Net Movement in Cash and Cash Equivalents</b>	<b>(51.67)</b>	<b>(194.43)</b>

**Note:** The above Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in Ind AS 7, 'Statement of Cash Flow'.

This is the statement of cash flow referred to in our report of even date.

For Mohandas & Co.  
Chartered Accountants

Firm registration Number: 133736W

Sd/-

CA. Belle Mohandas Shetty

Partner

Membership No: 031256

UDIN: 220312S6AJXTIW1299

Place: Mumbai

Date: 30 May 2022

For and on behalf of Board of Directors of  
Winpro Industries Limited

Sd/-

Atul Kumar

Managing Director

DIN: 07271915

Sd/-

Palak Pandey

CS

Sd/-

Abhishek Sanga

Non-Executive Directors

DIN: 08309127

Sd/-

Manav Kumar

Director & CFO DIN: 08309105

Winpro Industries Limited CIN: L92412MH1992PLC067841

Balance Sheet as at 31 March 2022

(All amount in Rs Lakhs, unless otherwise stated)

Summary of significant accounting policies and other explanatory information for the year ended 31st March 2022

**4 Property, plant and equipment**

Description	Office equipment	Computers & Peripherals	Vehicle	Leasehold Improvements	Total
<b>As at 31<sup>st</sup> March 2020</b>	0.42	1.30	-	2.91	4.63
Additions	3.84	2.94	213.75	-	220.53
Disposals	-	-	(117.46)	(2.18)	(119.64)
<b>As at 31<sup>st</sup> March 2021</b>	<b>4.26</b>	<b>4.24</b>	<b>96.29</b>	<b>0.73</b>	<b>105.52</b>
Additions	-	-	-	-	-
Disposals	-	-	-	-	-
<b>As at 31<sup>st</sup> March 2022</b>	<b>4.26</b>	<b>4.24</b>	<b>96.29</b>	<b>0.73</b>	<b>105.52</b>
<b>Accumulated depreciation</b>					
<b>As at 31<sup>st</sup> March 2020</b>	<b>0.03</b>	<b>0.70</b>	-	-	<b>0.73</b>
Charge for the period	0.39	0.86	7.63	0.73	9.61
Adjustment for disposals	-	-	-	-	-
<b>As at 31<sup>st</sup> March 2021</b>	<b>0.42</b>	<b>1.56</b>	<b>7.63</b>	<b>0.73</b>	<b>10.34</b>
Charge for the period	1.80	1.07	10.78	-	13.65
Adjustment for disposals	-	-	-	-	-
<b>As at 31<sup>st</sup> March 2022</b>	<b>2.22</b>	<b>2.63</b>	<b>18.41</b>	<b>0.73</b>	<b>23.99</b>
<b>Net block as at 31 March 2021</b>	<b>3.84</b>	<b>2.68</b>	<b>88.66</b>	-	<b>95.18</b>
<b>Net block as at 31 March 2022</b>	<b>2.04</b>	<b>1.61</b>	<b>77.88</b>	-	<b>81.53</b>

Sr No.	Assets	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
5	Deferred tax assets (net)	45.81	45.81
		<b>45.81</b>	<b>45.81</b>
6	Trade receivables	5,272.58	5,364.14
	Unsecured, considered good	<b>5,272.58</b>	<b>5,364.14</b>
7	Cash and Cash equivalents		
	Balances with banks:		
	-with scheduled banks in current accounts	5.50	57.17
	Cash in hand	8.58	8.58
		<b>14.08</b>	<b>65.75</b>
8	Other financial assets (current)		
	Deposits	7.61	0.40
	Interest receivable	1469.92	1469.92
		<b>1477.53</b>	<b>1470.32</b>
9	Other current assets		
	Advance to vendors		
	Balance with government authorities	0.71	0.71
	Prepaid expenses	1.09	1.09
		<b>1.80</b>	<b>1.80</b>

Winpro Industries Limited CIN: L92412MH1992PLC067841					
Balance Sheet as at 31 March 2022					
(All amount in Rs Lakhs, unless otherwise stated)					
Summary of significant accounting policies and other explanatory information for the year ended 31st March 2022					
10	Equity share capital				
	Authorised share capital				
	14,00,00,000 (31 <sup>st</sup> March 2021: 14,00,00,000) Equity Shares of Rs 5/- each	700,000,000.00		700,000,000.00	
	Issued, subscribed and paid up equity share capital 9,99,62,110 Equity shares of Rs 5/- each (31 <sup>st</sup> March 2021: 9,99,62,110)	4,998.11		4,998.11	
		<b>4,998.11</b>		<b>4,998.11</b>	
	i) Rights, preferences and restrictions attached to equity shares: The Company has only one class of shares having par value of Rs 5/- each. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.				
	ii) Reconciliation of equity shares outstanding at the beginning and at the end of the year	31 March 2022		31 March 2021	
		No. of shares	Amt in lakhs	No. of shares	Amt in lakhs
	Balances at the beginning of the year	99,962,110	4,998.11	99,962,110	4,998.11
	Add: Issued during the year	-	-	-	-
	Balance at the end of the year	<b>99,962,110</b>	<b>4,998.11</b>	<b>99,962,110</b>	<b>4,998.11</b>
	iii) Shareholding of promoters are as follows:	31 March 2022		31 March 2021	
	Equity shares of Rs 5 each fully paid up held by:	No. of shares	% holding	No. of shares	% holding
	VAISHALI RAJENDRA KARNIK	18,27,110	1.83	18,27,110	1.83
	RAJENDRA SHARAD KARNIK	12,187	0.01	12,187	0.01
		Change in No. of Shares	% change during the year	Change in No. of Shares	% change during the year
	iv) The Company has not issued any equity shares for considerations other than cash, during the current financial year. Further, there has been no buy back of shares either in the aforesaid period				
		As at 31 March 2022		As at 31 March 2021	
11	<b>Other equity</b>				
	<b>Other reserves</b>				
	Capital Reserve	60.90		60.90	
	Security Premium	8,245.51		8,245.51	
	General Reserves	16.82		16.82	
	<b>Retained Earnings</b>				
	Opening Retained Earnings	(11,203.96)		(11,417.63)	
	Add: Profit for the year	(81.74)		213.41	
	Add: OCI for the year	-		0.27	

Winpro Industries Limited CIN: L92412MH1992PLC067841						
Balance Sheet as at 31 March 2022						
(All amount in Rs Lakhs, unless otherwise stated)						
Summary of significant accounting policies and other explanatory information for the year ended 31st March 2022						
	Transfer to Statutory Reserve	-	-			
	Closing Retained Earnings	(2,962.47)	(2,880.73)			
	Total Other Equity	(2,962.47)	(2,880.73)			
	Description of nature and purpose of each reserves: Retained Earnings Retained Earnings are created from the profits of the Company, as adjusted for distributions to owners, transfers to other reserves, etc					
12	<b>Non Current liabilities</b>	As at 31 March 2022	As at 31 March 2021			
	Loans and advanced received	1,731.17	1920.54			
		<b>1,731.17</b>	<b>1920.54</b>			
13	<b>Borrowings</b>					
	Current borrowings	51.17	65.81			
		<b>51.17</b>	<b>65.81</b>			
14	Trade Payables					
	Dues to micro and small enterprises (refer note (a) below)	-	-			
	Due to others	508.15	475.11			
		<b>508.15</b>	<b>475.11</b>			
	<u>Notes:</u>					
	<b>a. Dues to micro and small enterprises pursuant to section 22 of the Micro, Small and Medium Enterprises Development Act (MSMED),2006</b>					
	On the basis of confirmation obtained from suppliers who have registered themselves under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED),2006 and based on the information available with the company, the followings are the details:					
	i) the principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting period	-	-			
	ii)the amount of interest paid by the buyer in terms of Section 16, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting period: Interest accrued and due thereon remaining unpaid	Nil	Nil			
	iii) the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding the interest specified under this Act.	Nil	Nil			
	iv) the amount of interest accrued and remaining unpaid at the end of each accounting period; and	Nil	Nil			
	v) the amount of further interest remaining due and payable even in the succeeding periods, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23	Nil	Nil			
	<b>b. Additional disclosures in respect of Trade payables Ageing as per Schedule III, Companies Act 2013</b>					
	<b>Particulars</b>	<b>As at 31<sup>st</sup> March 2022</b>				
		<b>Outstanding for following periods from due date of payment</b>				
		<b>Less than 1 year</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>	<b>Total</b>
	(i)MSME	-	-	-	-	-
	(ii) Others	<b>508.15</b>	-	-	-	-
	(iii) Disputed dues -MSME	-	-	-	-	-
	(iv) Disputed dues- others	-	-	-	-	-

Winpro Industries Limited CIN: L92412MH1992PLC067841

Balance Sheet as at 31 March 2022

(All amount in Rs Lakhs, unless otherwise stated)

Summary of significant accounting policies and other explanatory information for the year ended 31st March 2022

		As at 31 March 2021				
		Outstanding for following periods from due date of payment				
Particulars		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
	(i)MSME	-	-	-	-	-
	(ii) Others	475.11	-	-	-	-
	(iii) Disputed dues -MSME	-	-	-	-	-
	(iv) Disputed dues- others	-	-	-	-	-
<b>15</b>	<b>Other Current Liabilities</b>	<b>As at 31 March 2022</b>	<b>As at 31 March 2021</b>			
	Trade Advances	182.71	1375.72			
	Other Payables	0.06	0.06			
	Statutory dues	69.52	93.45			
		<b>252.28</b>	<b>1,469.23</b>			
16	Current tax liabilities					
	Provision for Tax	1,164.60	1,164.60			
	Less: Advance tax and TDS receivable	(169.67)	(169.67)			
		<b>994.93</b>	<b>994.93</b>			

Winpro Industries Limited CIN: L92412MH1992PLC067841

Balance Sheet as at 31 March 2022

(All amount in Rs Lakhs, unless otherwise stated)

Summary of significant accounting policies and other explanatory information for the year ended 31st March 2022

	Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
<b>16</b>	<b>Revenue From Operations</b>		
	Income from VOIP Services	-	13,428.50
	Sale of trade goods	-	942.70
		-	<b>14,371.20</b>
<b>17</b>	<b>Interest Income</b>		
	Interest Income	-	781.52
		-	<b>781.52</b>
<b>18</b>	<b>Other Income</b>		
	Other Income	-	7.72
		-	<b>7.72</b>
<b>19</b>	<b>Cost of services provided</b>		
	Purchase of VOIP Services	-	12,247.40
	Purchase of services for Hoarding and Digital Marketing	-	4.63
			<b>12,252.03</b>
<b>20</b>	<b>Employee Benefit expenses</b>		
	Salaries, wages and Bonus	3.59	165.33
	Gratuity expenses	-	0.15
	Staff welfare expenses	-	3.74
		<b>3.59</b>	<b>169.22</b>
<b>21</b>	<b>Finance Costs</b>		
	Interest expense on borrowings	3.95	769.67
	Interest on taxes	0.34	22.71
		<b>4.30</b>	<b>792.38</b>
<b>22</b>	<b>Depreciation and amortisation expenses</b>		
	Depreciation on property, plant and equipment	13.65	20.91
		<b>13.65</b>	<b>20.91</b>
<b>23</b>	<b>Other Expenses</b>		
	Listing fees	18.29	3.48
	Rates and Taxes	0.48	0.58
	Legal and Professional Charges	2.83	111.43
	Advertisement Expenses	1.21	8.23
	Communication Expenses	-	0.43
	Printing & Stationery	0.02	1.17
	Travelling & Conveyance Expenses	-	9.16
	Bad debts	-	62.12
	Balances written off	0.01	156.23
	Foreign Exchange loss	-	198.73
	Power and utility expenses	-	2.62

Winpro Industries Limited CIN: L92412MH1992PLC067841

**Balance Sheet as at 31 March 2022**

(All amount in Rs Lakhs, unless otherwise stated)

**Summary of significant accounting policies and other explanatory information for the year ended 31st March 2022**

	Repairs and maintenance	-	4.70
	Office Expenses	0.69	4.04
	Office rent	5.13	8.59
	Auditors remuneration (refer note 15.1)	0.30	5.69
	Bank Charges	0.26	3.02
	Miscellaneous Expenses	30.99	124.07
		<b>60.21</b>	<b>704.28</b>
<b>23.1</b>	<b>Payment to auditors</b>		
	Statutory audit	0.30	5.69
	Tax audit	-	-
		<b>0.30</b>	<b>5.69</b>
<b>27</b>	<b>Earning / (loss) per equity share</b>		
	(Loss) for the year / period	(81.74)	213.41
	Face value per share	5.00	5.00
	Weighted average number of equity shares for EPS	2,000,000	2,000,000
	<b>Earning / (loss) per equity share</b>		
	Basic (in Rs)	(0.00)	0.00
	Diluted (in Rs)	(0.00)	0.00

\*The company does not have any outstanding dilutive potential equity shares as at 31 March 2022 and 31 March 2021.

Consequently, the basic and diluted earning per share of the Company shall remain the same.

Winpro Industries Limited CIN: L92412MH1992PLC067841

Balance Sheet as at 31 March 2022

(All amount in Rs Lakhs, unless otherwise stated)

Summary of significant accounting policies and other explanatory information for the year ended 31st March 2022

## 28. Related party disclosures

In accordance with the requirement of Indian Accounting Standard-24 the names of the related parties where control/ability to exercise significant influence exists, along with the aggregate amount of transactions and year end balances with them as identified and certified by the management are given below:

### i. Details of related parties:

Description of Relationship	Names of related parties
Related parties where control exists	Profin Capital Services Limited
- Subsidiaries	Shreni Constructions Private Limited
<b>Key management personnel</b>	
	Abhishek Saga (Non-Executive Non-Independent Director, Chairman)
	Atul Kumar (Executive Director, MD)
	Anil Thakor (Non-Executive Non-Independent Director)
	Minakshi Singh (Non-Executive Independent Director)
	Nirdesh Shah (Non-Executive Independent Director)
	Manav Kumar (Chief Financial Officer)
	Palak Pandey (Company Secretary and Compliance Officer)

### ii. Transaction with related parties

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
<b>Trade advances</b>		
Profin Capital Services Limited		
Amount received	1.24	2,909.95
Amount paid	-	(686.24)
<b>Loan given / repaid</b>		
<b>Sherin Constructions Private Limited</b>		
Loan repaid	-	1,500.00
Interest accrued on loan given	-	154.74
Interest on loan given received	-	(77.79)
<b>Profin Capital Services Limited</b>		
Interest accrued on loan given	-	111.72

### ii. Amount due to/from related parties

<b>Others payable</b>		
Profin Capital Services Limited	64.05	62.81
<b>Loans given</b>		
Sherin Constructions Private Limited	60.00	60.00



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Balance Sheet as at 31 March 2022

(All amount in Rs Lakhs, unless otherwise stated)

Summary of significant accounting policies and other explanatory information for the year ended 31st March 2022

## 29. Financial Ratios

### a. Current ratio = Current assets divided by current liabilities

Particulars	As at 31 March 2022	As at 31 March 2021
Current Asset	6,765.99	6,902.00
Current Liabilities	1,806.53	3,005.08
<b>Ratio</b>	<b>3.75</b>	<b>2.30</b>
<b>% Change from previous period</b>	<b>63.07%</b>	

### b. Debt Equity ratio= Total debt divided by total equity where total debt refers to sum of current and non current borrowings

Particulars	As at 31 March 2022	As at 31 March 2021
Total Debt	51.17	65.81
Total Equity	3,355.64	2,117.38
<b>Ratio</b>	<b>0.02</b>	<b>0.03</b>
<b>% Change from previous period</b>	<b>-50.94%</b>	

### c. Debt Service Coverage Ratio: Earnings available for debt services by Total interest and principal repayments

Particulars	As at 31 March 2022	As at 31 March 2021
<b>Net profit / (loss) after tax</b>	(81.74)	213.41
Add: Non cash operating expenses and finance cost		
-Finance Cost	4.30	792.38
-Depreciation	13.65	20.91
<b>Earnings available for debt services (A)</b>	<b>(63.79)</b>	<b>1026.70</b>
Current borrowings	51.17	65.81
Add-Interest accrued but not due on borrowings	-	-
<b>Total Debt (B)</b>	<b>51.17</b>	<b>65.81</b>
<b>Ratio (times) ( A/B)</b>	<b>(1.25)</b>	<b>15.60</b>
<b>% Change from previous period</b>	<b>-107.99%</b>	

### d. Return on Equity Ratio / Return on Investment Ratio = Net Profit After tax divided by Average Equity

Particulars	As at 31 March 2022	As at 31 March 2021
Net profit after tax	(81.74)	213.41
Average equity employed	3,355.64	2,117.38
<b>Ratio(%)</b>	<b>-2.4%</b>	<b>10.1%</b>
<b>% Change from previous period</b>	<b>-124.17</b>	

Increase in return on equity ratio is due to increase in net profit in current year compared to net loss in previous year.

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Balance Sheet as at 31 March 2022

(All amount in Rs Lakhs, unless otherwise stated)

Summary of significant accounting policies and other explanatory information for the year ended 31st March 2022

**e. Trade Receivables turnover ratio = Sales divided by Average trade receivables**

Particulars	As at 31 March 2022	As at 31 March 2021
Revenue from operations	-	14,371.20
Average Trade Receivables	5,272.58	5,364.14
<b>Ratio (times)</b>	<b>0.0%</b>	<b>267.9%</b>
<b>% Change from previous period</b>	<b>-100.00%</b>	

Decrease in trade receivables is due to decrease in revenue from operations in current year compared to previous year.

**f. Trade Payable Turnover ratio = Purchase divided by Average trade payable**

Particulars	As at 31 March 2022	As at 31 March 2021
Purchases	-	12,252.03
Average Trade Receivables	508.15	475.11
<b>Ratio (times)</b>	<b>0.0%</b>	<b>2578.8%</b>
<b>% Change from previous period</b>	<b>-100.00%</b>	

**g. Net Capital Turnover ratio = Sales divided by Net Working Capital whereas net working capital= current assets- current liabilities**

Particulars	As at 31 March 2022	As at 31 March 2021
Revenue from operations	-	14,371.20
Interest Income	-	781.52
Other Income	-	7.72
<b>Total Income (A)</b>	<b>-</b>	<b>15,160.44</b>
<b>Net Working Capital (B)</b>	<b>4,959.46</b>	<b>3,896.92</b>
<b>Ratio (times) (A/B)</b>	<b>-</b>	<b>3.89</b>
<b>% Change from previous period</b>	<b>-100%</b>	

**h. Net profit ratio = Net profit after tax divided by Sales**

Particulars	As at 31 March 2022	As at 31 March 2021
Net Profit after tax (A)	(81.74)	213.41
Total Income (B)	-	15,160.44
<b>Ratio (times)</b>	<b>0.0%</b>	<b>1.4%</b>
<b>% Change from previous period</b>	<b>-100%</b>	

Decrease in net profit ratio is due to decrease in total income

**i. Return on Capital Employed (pre cash) = Earnings before interest and taxes (EBIT) divided by Average Capital Employed**

Particulars	As at 31 March 2022	As at 31 March 2021
Profit before tax * (A)	(81.74)	213.41
Finance costs* (B)	-	-
Other income excluding Trade finance income (C)	-	7.72
<b>EBIT (D)= (A)+(B)-(C)</b>	<b>(81.74)</b>	<b>205.69</b>
Average Capital Employed	3,355.64	2,117.38
<b>Ratio (%)</b>	<b>-2.4%</b>	<b>9.7%</b>
<b>% Change from previous period</b>	<b>-125.08%</b>	

Decrease in return on capital employed ratio is due to increase in EBIT compared to previous year.

### 30. Financial Instruments

#### A Financial assets and liabilities

The carrying amounts of financial instruments by category are as follows:

Particulars	Notes	As at 31 March 2022	As at 31 March 2021
<b>Financial assets measured at amortised cost</b>			
Trade Receivables	6	5,272.58	5,364.14
Cash and Cash Equivalents	7	14.08	65.75
Other Financial Assets	8	1,477.53	1,470.32
<b>Total Financial Assets</b>		<b>6,764.20</b>	<b>6,900.21</b>
<b>Financial liabilities measured at amortised cost</b>			
Trade Payable	14		
Total outstanding dues of Micro Small and Medium Enterprises		-	-
Total outstanding due of others		<b>508.15</b>	<b>475.11</b>
<b>Total Financial Liabilities</b>		<b>508.15</b>	<b>475.11</b>

#### B Fair values hierarchy

The Fair values of financial instruments as referred to in note (A) above has been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

The categories used are as follows:

**Level 1:** Quoted price (unadjusted) for identical instruments in an active market;

**Level 2:** Directly (i.e as prices) or indirectly (i.e derived from prices) observable market inputs, other than level 1; and

**Level 3:** Inputs which are not based on observable market data (unobservable inputs)

#### B.1 Fair value of instruments measured at amortised cost

Fair value of instruments measured at amortised cost for which the fair value is disclosed is as follows, these fair value are calculated using Level 3 inputs:

Particulars	As at 31 March 2022		As at 31 March 2021	
	Carrying Value	Fair Value	Carrying Value	Fair Value
<b>Financial Assets</b>				
Trade receivables	5,272.58	5,272.58	5,364.14	5,364.14
Cash and Cash equivalents	14.08	14.08	65.75	65.75
Other financial assets	1,477.53	1,477.53	1,470.32	1,470.32
<b>Total</b>	<b>6,764.20</b>	<b>6,764.20</b>	<b>6,900.21</b>	<b>6,900.21</b>
<b>Financial Liabilities</b>				
Trade payables	508.15	508.15	475.11	475.11
Other financial liabilities				
<b>Total</b>	<b>508.15</b>	<b>508.15</b>	<b>475.11</b>	<b>475.11</b>

The management assessed that fair values the above items approximate their respective carrying amounts, largely due to the short-term maturities of these instruments. The following methods and assumptions were used to estimate the fair values for other assets and liabilities. Accordingly, these are classified as level 3 of fair value hierarchy. The own non- performance risk as at 31 March 2022 was assessed to be insignificant.

## C. Financial Risk Management

### i) Risk Management

The Company's activities expose it to market risk, liquidity risk and credit risk. The Company's board of directors has overall responsibility for the establishment and oversight of the Company risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages risk and the related impact in the financial statements.

Risk	Exposure arising from	Management
Credit Risk	Cash and cash equivalents (other than cash), loans, financial assets measured at amortised cost	Highly rated bank deposits and diversifications of asset base and collaterals taken for assets.
Liquidity Risk	Borrowings and other financial liabilities	Availability of committed credit lines and borrowing facilities

The Company's risk management is carried out by a central treasury department (of the Company) under policies approved by the board of directors. The board of directors provides written principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk and investment of excess liquidity.

### A) Credit Risk

Credit Risk is the risk that a counterparty fails to discharge its obligation to the Company. The Company's exposure to credit risk is influenced mainly by cash and cash equivalents, loans assets, and other financial assets measured at amortised cost. The Company continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls.

#### Credit risk management

The Company assesses and manages credit risk based on internal credit rating system. Internal credit rating is performed for each class of financial instruments with different characteristics. The Company assigns the followings credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets

- (i) Low credit risk on financial reporting date
- (ii) Moderate credit risk
- (iii) High credit risk

The Company provides for expected credit loss based on the following:

Nature	Assets covered	Basis of expected credit loss
Low credit risk	Cash and cash equivalents(other than cash), other bank balances, investments, loans and other financial assets	12 months expected credit loss
Moderate credit risk	Nil	Life time expected credit loss or 12 month expected
High credit risk	Nil	Life time expected credit loss fully provided for

Based on business environment in which the Company operates, a default on a financial asset is considered when the counter party fails to make payments within the agreed time period as per contract. Loss rates

reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions.

Assets are written off when there is no reasonable expectation of recovery, such as a borrower declaring bankruptcy, or a litigation decided against the Company. The Company continues to engage with parties whose balances are written off and attempts to enforce repayments. Recoveries made are recognised in statement of profit and loss.

#### Financial assets that expose the entity to credit risk\*

Particulars	As at 31 March 2022	As at 31 March 2021
<b>(i) Low credit risk- Stage 1</b>		
Trade Receivables	5,272.58	5,364.14
Cash and Cash Equivalents	14.08	65.75
<b>(ii) Moderate credit risk- Stage 2</b>	-	-
<b>(iii) High credit risk- Stage 3</b>	-	-

\*These represent gross carrying values of financial assets, without deduction for expected credit losses.

The Company does not have any significant or material history of credit losses hence the credit risk for all the financial assets has been considered to be negligible by the management as at closing date.

#### B) Liquidity Risk:

Liquidity Risk is the risk that the Company will encounter difficulty in meeting the obligation associated with its financial liabilities that are settled by delivering cash or another financial assets. The Company's approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due.

Management monitors rolling forecasts of the company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates.

#### Maturities of financial liabilities

All the financial liabilities of the Company are current in nature and are maturing within 12 months period. The amount disclosed in the financial statements are the contractual undiscounted cash flows.

#### C) Market risk:

Market risk is the risk that the fair value or future cash flows of a financial instruments will fluctuate because of change in market prices. It comprises of currency risk, interest rate risk and price risk.

##### a) Foreign currency risk

The Company is exposed to foreign exchange risk arising from foreign currency transactions. Foreign exchange risk arises from recognised assets and liabilities denominated in a currency that is not the functional currency of the Company.

The Company does not have any significant or material foreign currency transactions hence the currency risk for all the financial assets and liabilities has been considered to be negligible by the management as at the closing date.

##### b) Interest rate risk

As the company does not have any long term borrowings outstanding or fixed rate deposits, hence it is not exposed to interest rate risk.

**c) Price risk**

As the Company does not have any investments outstanding or fixed rate deposits, hence it is not exposed to price risk.

**31. Capital management**

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value. The following table summarises the capital of the company.

Particulars	As at 31 March 2022	As at 31 March 2021
Equity share capital	4,998.11	4,998.11
Other Equity	(2,962.47)	(2,880.73)
<b>Total equity (A)</b>	<b>2,035.64</b>	<b>2,117.38</b>
Current borrowings	51.17	65.81
<b>Total debt (B)</b>	<b>51.17</b>	<b>65.81</b>
Less: Cash and cash equivalents	(14.08)	(65.75)
<b>Net debt (C)</b>	<b>37.09</b>	<b>0.06</b>
<b>Capital and net debts (D= A+C)</b>	<b>2,072.72</b>	<b>2,117.43</b>
<b>Debt equity ratio (B/A)</b>	<b>0.03</b>	<b>0.03</b>
<b>Capital gearing ratio (B/D)</b>	<b>0.02</b>	<b>0.03</b>

**32. Prior year comparatives:**

The figures of the previous year have been regrouped / reclassified, where necessary, to conform with the current years classification.

**33. Impact of Covid-19 pandemic:**

The outbreak of Coronavirus Disease 2019 (COVID-19), declared as a pandemic by the World Health Organisations, severely impacted the business and economic activities around the world including India. During the year ended 31 March 2022, both Central and State Governments of India had imposed lock down and other emergency restrictions which had led to the disruption of all regular business operations. Further, the recent second wave of COVID-19 has again resulted in partial lockdown/restrictions in various states. The Company is closely monitoring the impact of the aforementioned pandemic and has made detailed assessments and has considered all the possible effects, if any, on its liquidity positions, including recoverability of its assets as at balance sheet date and currently believes that there will not be any adverse impact on the long-term operations, financial positions and performance of the Company.

This is the summary of accounting policies and other explanatory information referred to in our report of even date.

**For Mohandas & Co.**  
Chartered Accountants  
Firm registration Number: 133736W  
Sd/-  
CA. Belle Mohandas Shetty  
Partner  
Membership No: 031256

**For and on behalf of Board of Directors of  
Winpro Industries Limited**

Sd/-  
Atul Kumar  
Managing Director  
DIN: 07271915

Sd/-  
Abhishek Sanga  
Non-Executive Directors  
DIN: 08309127

UDIN:220312S6AJXTIW1299  
Place: Mumbai  
Date: 30 May 2022

Sd/-  
Palak Pandey  
CS

Sd/-  
Manav Kumar  
Director & CFO DIN: 08309105

## **Significant accounting policies:**

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### **Winpro Industries Limited**

#### **1. Corporate information**

Winpro Industries Limited ('the Company') was incorporated on July 23, 1992 under the provisions of the Companies Act applicable in India.

These financial statements were authorized for issue in accordance with a resolution of the directors on May 30, 2022.

#### **2. Significant accounting policies:**

##### Statement of compliance

These financial statements have been prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards (Ind AS) prescribed under the Section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended and relevant provisions of the Companies Act, 2013.

Accounting policies have been consistently applied to all the years presented except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

#### **2.1 Basis of preparation of financial statements:**

The financial statements have been prepared on a historical cost convention on accrual basis, except for the financial instruments which have been measured at fair value as required by relevant Ind AS.

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of services and the time between the rendering of service and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current and noncurrent classification of assets and liabilities.

The financial statements have been presented in Indian Rupees (INR), which is the Company's functional currency. All financial information presented in INR has been rounded off to the nearest two decimals of Lakhs, unless otherwise stated.

#### **2.2 Use of estimates and judgments:**

The preparation of financial statements in conformity with Ind AS requires the Management to make estimate and assumptions that affect the reported amount of assets and liabilities as at the Balance Sheet date, reported amount of revenue and expenses for the year and disclosures of contingent liabilities as at the Balance Sheet date. The estimates and assumptions used in the accompanying financial statements are based upon the



Management's evaluation of the relevant facts and circumstances as at the date of the financial statements. Actual results could differ from these estimates. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates, if any, are recognized in the year in which the estimates are revised and in any future years affected. Refer Note 3 for detailed discussion on estimates and judgments.

The key assumptions concerning the future and other key sources of estimation uncertainty at the yearend date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next Financial Year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation.

The areas involving critical estimates or judgments are:

- Recognition of revenue– Note 2.3(f)
- Current tax expense and current tax payable – Note 2.3(h)
- Impairment of financial assets – Note 2.3(k)

### **2.3 Significant accounting policies:**

A summary of the significant accounting policies applied in the preparation of the financial statements is as given below. These accounting policies have been applied consistently to all the periods presented in the financial statements.

#### **A. Property, plant and equipment and depreciation:**

Property, plant, and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to Statement of Profit and Loss during the year in which they are incurred.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'.

Depreciation methods, estimated useful lives

The Company depreciates property, plant and equipment over their estimated useful lives using the straight-line method. The estimated useful lives of assets are as follows:



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Property, plant, and equipment	
Office equipment	5 years
Computers	3 years
Leasehold improvements	Over the lease term
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B. Intangible assets and amortization:

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortization and accumulated impairment losses. Amortization is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortization method are reviewed at the end of each reporting year, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

Directly attributable costs that are capitalised as part of the intangible asset include employee costs and an appropriate portion of relevant overheads. Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is available for use.

C. Impairment of non-financial assets:

The Company assesses at each year end whether there is any objective evidence that a non-financial asset or a group of non-financial assets is impaired. If any such indication exists, the Company estimates the asset’s recoverable amount and the amount of impairment loss.

An impairment loss is calculated as the difference between an asset’s carrying amount and recoverable amount. Losses are recognized in Statement of Profit and Loss and reflected in an allowance account. When the Company considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through Statement of Profit and Loss.

D. Inventories:

Inventories are valued at the lower of cost and net realisable value. Traded goods are valued at the lower of cost and net realisable value. Cost of traded goods is determined on a weighted average basis. Provision of obsolescence on inventories is considered on the basis of management’s estimate based on demand and market of the inventories. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated cost of completion and the estimated costs necessary to make the sale.

E. Foreign currency transactions:

Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is the Company's functional and presentation currency.

#### Transactions and balances

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction. Gains/Losses arising out of fluctuation in foreign exchange rate between the transaction date and settlement date are recognised in the Statement of Profit and Loss.

All monetary assets and liabilities in foreign currencies are restated at the year end at the exchange rate prevailing at the year end and the exchange differences are recognised in the Statement of Profit and Loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

#### F. Revenue recognition:

The Company recognises revenue when (or as) the Company satisfies a performance obligation by transferring a promised goods or services to a customer. The promised good or service is transferred when (or as) the customer obtains control over a good or service.

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

#### Revenue from advertisement services:

Revenue from display of advertisement (billboards & digital media) is recognised over the period for which displays are made, which generally results in straight line revenue recognition over the period of the arrangement. Revenue is net of taxes, rebates and discounts.

#### Revenue from wholesale VOIP services:

Revenue from sales of VOIP pins is recognised over the period of validity of the pins on a straight -line basis over the period of its validity.

Unearned revenue represents unexpired period of the VOIP pins which represents contractual billing in excess of revenue recognised as per the terms of the contract.

## G. Leases:

Ministry of Corporate Affairs (“MCA”) through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified Ind AS 116 Leases which replaces the existing lease standard, Ind AS 17 Leases and other interpretations. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease accounting model for lessees.

The Company has adopted Ind AS 116-Leases effective April 1, 2019, using the modified retrospective method. The Company has applied the standard to its leases with the cumulative impact recognised on the date of initial application (April 1, 2019). Accordingly, previous period information has not been restated.

### The Company as a lessee:

The Company’s lease asset classes primarily consist of leases of premises. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- I. the contract involves the use of an identified asset
- II. the Company has substantially all of the economic benefits from use of the asset through the period of the lease and
- III. the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset (“ROU”) and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made. Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

## H. Income taxes:

Tax expense for the year, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the year.

### Current tax:

Current tax assets and liabilities are measured at the amount expected to be recovered or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the year-end date. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

### Deferred tax:

Deferred income tax is provided in full, using the balance sheet approach, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in financial statements. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the year and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation

### Minimum Alternate Tax (MAT):

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably, and it is probable that the future economic benefit associated with asset will be realised.

Current and deferred tax is recognized in Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

#### I. Provisions and contingent liabilities:

Provisions are recognized when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or nonoccurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

#### J. Employee benefits:

Employee benefits include salaries, wages, and gratuity.

Short-term employee benefits:

Wages and salaries, including non-monetary benefits that are expected to be settled within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

#### **Post-employment benefit: Defined contribution plan:**

The Company has 41 employees during the year and hence it is not covered under the provisions of Employees Provident Fund Scheme 1952, no provision has been made in the books of accounts for the same.

#### **Post-employment benefits: Defined benefit plan:**

Defined benefit plans comprising of gratuity, post-retirement medical benefits and other terminal benefits, are recognized based on the present value of defined benefit obligations which is computed using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. These are accounted either as current employee cost or included in cost of assets as permitted.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

**Leave encashment:**

The Company does not accumulate the leave of the employees.

**Short term employee benefits:**

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service. Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the reporting date.

**K. Financial instruments:**

Financial assets and financial liabilities are recognised when an entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through Statement of Profit and Loss (FVTPL)) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit and loss are recognised immediately in Statement of profit and loss.

**Financial assets:**

**a) Recognition and initial measurement:**

At initial recognition, financial asset is measured at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

## **b) Classification of financial assets and Subsequent Measurement:**

For purposes of subsequent measurement, financial assets are classified in following categories:

- i) at amortized cost; or
- ii) at fair value through other comprehensive income; or
- iii) at fair value through profit or loss.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

**Amortized cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. Interest income from these financial assets is included in finance income using the effective interest rate method (EIR).

**Fair value through other comprehensive income (FVOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in Statement of Profit and Loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to Statement of Profit and Loss and recognized in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method. **Fair value through profit or loss (FVTPL):** Assets that do not meet the criteria for amortized cost or FVOCI are measured at fair value through profit or loss. Interest income from these financial assets is included in other income. **Equity instruments:** All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument- by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

## **c) Impairment of financial assets:**



In accordance with Ind AS 109, Financial Instruments, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on financial assets that are measured at amortized cost and FVOCI.

For recognition of impairment loss on financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If in subsequent years, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12-month ECL.

Lifetime ECLs are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12-months after the year end.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider all contractual terms of the financial instrument (including prepayment, extension etc.) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

In general, it is presumed that credit risk has significantly increased since initial recognition if the payment is more than 30 days past due.

ECL impairment loss allowance (or reversal) recognized during the year is recognized as income/expense in the statement of profit and loss. In balance sheet ECL for financial assets measured at amortized cost is presented as an allowance, i.e. as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

**d) Derecognition of financial assets:**

A financial asset is derecognized only when

- i) the rights to receive cash flows from the financial asset is transferred or
- ii) retains the contractual rights to receive the cash flows of the financial asset but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the financial asset is transferred then in that case financial asset is derecognized only if substantially all risks and rewards of ownership of the financial asset is transferred. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.



#### **a) Subsequent measurement:**

The measurement of financial liabilities depends on their classification, as described below:

##### **Financial liabilities at fair value through profit or loss**

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognized in the Statement of Profit and Loss.

##### **Loans and borrowings**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in Statement of Profit and Loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the Statement of Profit and Loss.

#### **b) Derecognition:**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss as finance costs.

##### **Offsetting financial instruments**

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

##### **Effective interest method**

The effective interest method is a method of calculating the amortised cost of a debt instrument and allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition. Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL and Interest income is recognised in profit or loss.

#### L. Cash and cash equivalents:

Cash and cash equivalent in the balance sheet comprise cash at banks, cash on hand and short-term deposits net of bank overdraft with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, cash in banks and short-term deposits net of bank overdraft.

#### M. Segments reporting:

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The board of directors of the Company has appointed a steering committee consisting of Chief Executive Officer, Chief Financial Officer and Chief Operating Officer, which assesses the financial performance and position of the Company and makes strategic decisions. The steering committee, which has been identified as being the chief operating decision maker.

#### N. Earnings per share:

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Earnings considered in ascertaining the Company's earnings per share is the net profit or loss for the year after deducting preference dividends and any attributable tax thereto for the year. The weighted average number of equity shares outstanding during the year and for all the years presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

### 3. Related Party Transactions:

- a) Names of related parties and description of relationship as identified and certified by the Company:

#### **Entity under common control:**

Profin Capital Services Limited  
Shreni Constructions Private Limited

#### **Key Management Personnel (KMP):**

Abhishek Sanga	- Non-Executive Non-Independent Director, Chairman
Atul Kumar	- Executive Director, MD
Anil Thakor	- Non-Executive Non-Independent Director
Minakshi Singh	- Non-Executive Independent Director
Nirdesh Shah	- Non-Executive Independent Director
Manav Kumar	- Chief Financial Officer
Palak Pandey	- Company Secretary and Compliance Officer

b) Transaction with Related Parties

I) Transactions with related parties for the financial year ended March 31, 2022:

Particulars	March 31, 2022	March 31, 2021
<b>Trade Advance</b>		
Profin Capital Services Limited (amount received)	1.24	2,909.95
Profin Capital Services Limited (amount paid back)	-	686.24
<b>Loan given/repaid</b>		
Shreni Constructions Private Limited (loan repaid)	-	1500
Shreni Constructions Private Limited (Int. accrued on loan given)	-	154.74
Shreni Constructions Private Limited (Int. on loan given)	-	77.79
ProFin Capital Services Limited (Interest Accrued on loan given)	-	111.72

II) Amount due to/from related party as on:

Particulars	March 31, 2022	March 31, 2021
<b>Other payable</b>		
Profin Capital Services Limited	64.05	62.81
<b>Loan given</b>		
Shreni Constructions Private Limited	60	60

4. Segment reporting:

a) Accounting Classification and Fair Values:

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities if the carrying amount is a reasonable approximation of fair value.

The fair value of financial instruments have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities

(Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

The categories used are as follows:

- Level 1: quoted prices for identical instruments in an active market;
- Level 2: directly or indirectly observable market inputs, other than Level 1 inputs; and
- Level 3: inputs which are not based on observable market data.

There were no significant changes in the classification and no significant movements between the fair value hierarchy classifications of assets and liabilities during the period.

The carrying amount of trade receivables, trade payables, cash and cash equivalents, security deposits, deposits with Government Authorities and other receivables are considered to be the same as their fair values.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

b) Measurement of Fair Values:

Valuation techniques and significant unobservable inputs: Level 2 fair values of financial instruments are based on present values of expected payment discounted using a risk adjusted discount rate.

c) Financial Risk Management:

The Company is exposed to financial risks in the form of credit, liquidity, and market risks. Market risks include price and currency risk. The following paragraphs provide details of these and other financial opportunities and risks and how they are managed.

The management of financial opportunities and risks takes place using established, documented processes. One component is financial planning, which serves as the basis for determining liquidity risk and the future foreign currency risks.

d) Credit Risk:

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's receivables from customers. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company establishes an allowance for doubtful debts and impairment that represents its estimate of expected losses in respect of trade and other receivables.

Trade receivables:

The Company applies the simplified approach to providing for expected credit losses prescribed by Ind AS 109, which permits the use of the lifetime expected loss provision for all trade receivables. The Company has computed expected credit losses based on a provision matrix which uses historical credit loss experience of the Company and individual receivable specific provision where applicable.

Cash and cash equivalents and other bank balances:

The Company held cash and cash equivalents with credit worthy banks and financial institutions of \_\_\_\_\_ and INR 65.75 Lakhs as at March 31, 2022 and March 31, 2021 respectively. The credit worthiness of such banks and financial institutions is evaluated by the management on an ongoing basis and is considered to be good.

Loan and security deposits:

The Company has given loans and paced security deposit to lessors for premises leased by the Company as at March 31, 2020 and March 31, 2019. The credit worthiness of such parties is evaluated by the management on an ongoing basis and is considered to be good.

ii. Liquidity risk:

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation.

iii. Market Risk:

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices (such as interest rates and foreign currency exchange rates) or in the price of market risksensitive instruments as a result of such adverse changes in market rates and prices. Market risk is attributable to all market risk-sensitive financial instruments, all foreign currency receivables and payables and all short term and long-term debt. The Company is exposed to market risk primarily related to foreign exchange rate risk and interest rate risk. Thus, the Company's exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities in foreign currencies.

Interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates. However, the Company doesn't have any long-term borrowings as at March 31, 2020.

Currency risk:

The fluctuation in foreign currency exchange rates may have potential impact on the profit and loss account and equity, where any transaction references more than one currency or where assets/liabilities are denominated in a currency other than the functional currency of the entity.

Considering the countries and economic environment in which the Company operates, its operations are subject to risks arising from fluctuations in exchange rates in those countries. The risks primarily relate to fluctuations in U.S. dollar against the functional currency of the Company.

Capital Management:

The Company's objective in managing its capital is to safeguard its ability to continue as a going concern, optimize returns to the shareholders and maintain optimal capital structure to reduce the cost of capital.

The Company monitors capital using a ratio of 'adjusted net debt' to 'adjusted equity'. For this purpose, adjusted net debt is defined as total borrowings, comprising interest-bearing loans and borrowings and obligations under finance leases, less cash and cash equivalents. Adjusted equity comprises all components of equity.

The Company's adjusted net debt to equity ratio was as follows:

<b>Particulars</b>	<b>March 31, 2022</b>	<b>March 31, 2021</b>
Total external borrowings		68.81
Less : Cash and cash equivalent and other bank balances		65.75
Adjusted net debt		3.06
Total equity		2,117.38
Adjusted net debt to adjusted equity ratio		0.0014

1. Earnings Per Share (EPS):

	<b>March 31, 2022</b>	<b>March 31, 2021</b>
Profit/(loss) attributable to Equity Holders of the Company		213.68
Weighted-average number of Equity shares		99,962,110
Nominal value per share (Rupees)		5
<b>Earnings per share (basic and diluted) - Rs</b>		<b>0.21</b>

It is not practical for the Company to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings.

**WINPRO INDUSTRIES LIMITED**  
**(formerly known as Jump Networks Limited)**

**CIN: L92412MH1992PLC067841**

**Registered Office:** Office No. 212, 2<sup>nd</sup> Floor, Trade Centre, G Block, Opp. MTNL, Bandra Kurla Complex,  
Bandra (East), Mumbai – 400 051.

**Email:** corp.iris@gmail.com, info@jumpnetworks.in, compliance@jumpnetworks.in

**Website:** www.jumpnetworks.in

**PROXY FORM**

*[Pursuant to section 105(6) of the Companies Act, 2013 and  
Rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

I/We, being the member(s) of Winpro Industries Limited (formerly known as Jump Networks Limited) holding \_\_\_\_\_ shares hereby appoint:

Name:	E-mail Id:
Address:	
Signature, or failing him/her	

Name:	E-mail Id:
Address:	
Signature, or failing him/her	

Name:	E-mail Id:
Address:	
Signature, or failing him/her	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29<sup>th</sup> Annual General Meeting of the Company to be held on Thursday, September 29, 2022 at 9.00 a.m. at Ruia Hall, Station Road, Near Railway Crossing, Malad (West), Mumbai-400 064 and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Particulars of the Resolution	Vote	
		For	Against
1.	Adoption of Statement of Profit & Loss, Balance Sheet, Report of Director's and Auditor's for the Financial Year 31 <sup>st</sup> March 2022.		
2.	Re-appointment of retiring Director Mr. Abhishek Sanga (DIN: 08309127).		

\*It is optional to put an 'X' in the appropriate column against the Resolutions indicated in the box. If you leave the for or against column blank against any resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

**Note:** Notwithstanding the above, the proxies can vote on such other items which may be tabled at the meeting by the management.

**Signed:** \_\_\_\_ Day of \_\_\_\_\_, 2022.

Signature of Shareholder:

Signature of Proxy holder(s):

<b>Affix Re.1/- Revenue Stamp</b>
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Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

**WINPRO INDUSTRIES LIMITED**  
**(formerly known as Jump Networks Limited)**

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**Registered Office:** Office No. 212, 2<sup>nd</sup> Floor, Trade Centre, G Block, Opp. MTNL, Bandra Kurla Complex,  
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**Website:** www.jumpnetworks.in

**ATTENDANCE SLIP**

(To be handed over at the entrance of the meeting hall)

**29<sup>th</sup> Annual General Meeting**

I/ We hereby record my/ our presence at the 29<sup>th</sup> Annual General Meeting of the Company to be held on Thursday, September 29, 2022 at 9.00 a.m. at Ruia Hall, Station Road, Near Railway Crossing, Malad (West), Mumbai-400 064.

DP ID No.*:	L.F. No.:
Client I.D. No. *:	No. of Shares held:
Name: Address:	
If Shareholder(s), please sign here:	If Proxy, please sign here:

**(Member's /Proxy's Signature)**



**WINPRO INDUSTRIES LIMITED**  
**(Formerly known as Jump Networks Limited)**

**CIN: L92412MH1992PLC067841**

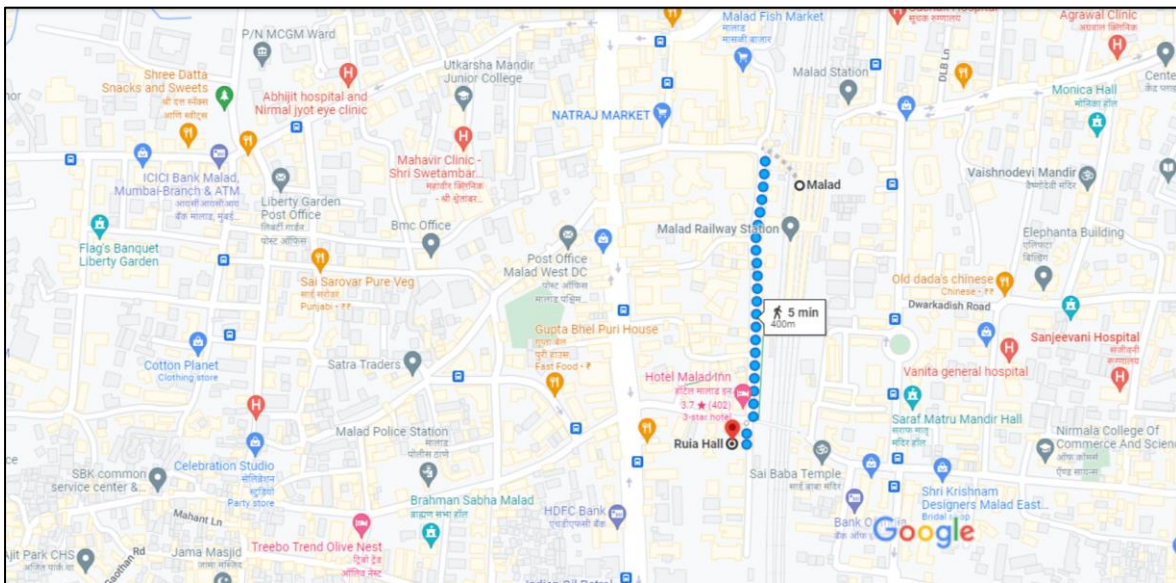
**Registered Office:** Office No. 212, 2<sup>nd</sup> Floor, Trade Centre, G Block, Opp. MTNL, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051.

**Email:** corp.iris@gmail.com, info@jumpnetworks.in, compliance@jumpnetworks.in

**Website:** www.jumpnetworks.in

**Route Map for 29<sup>th</sup> Annual General Meeting**

Date : Thursday,  
Day : September 29, 2022  
Time : 9.00 a.m  
Address : Ruia Hall, Station Road, Near Railway Crossing, Malad (West), Mumbai-400 06



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## Book Post:

Office No. 212, 2nd Floor, Trade Centre, G Block, Opp.  
MTNL, Bandra Kurla Complex, Bandra (East), Mumbai,  
Maharashtra, 400051

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